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Tax Services Provider

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et*
al.,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**SECOND INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS TAX SERVICES PROVIDER
FROM MARCH 1, 2019 THROUGH JUNE 30, 2019**

Name of Applicant:	Deloitte Tax LLP
Retained to Provide Professional Services as:	Tax Services Provider
Date of Retention:	Effective <i>Nunc Pro Tunc</i> to October 15, 2018 by Order entered January 22, 2019 [Docket No. 1735]
Period for which Compensation and Reimbursement is Sought:	March 1, 2019 – June 30, 2019
Total Amount of Fees Requested:	\$ 1,385,726.00
Amount of Expense Reimbursement Sought	\$ <u>16,890.59</u>
Total Amount of Fees and Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$ <u>1,402,616.59</u>
This is a(n) _____ Monthly <u>X</u> Interim _____ Final Fee Application/Statement	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PRIOR MONTHLY FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
03/07/19 Dkt. 2771	10/15/2018 – 11/30/2018	\$1,001,528.00	\$28,458.18	\$1,001,528.00	\$28,436.80
04/15/19 Dkt. 3212	12/01/2018 – 12/31/2018	\$724,338.50	\$10,156.37	\$724,338.50	\$10,156.37
04/15/19 Dkt. 3218	01/01/2019 – 01/31/2019	\$975,867.00	\$27,305.81	\$975,867.00	\$27,305.81
04/15/19 Dkt. 3219	02/01/2019 – 02/28/2019	\$565,589.75	\$4,349.96	\$561,773.50	\$4,349.96
06/13/19 Dkt. 4228	03/01/2019 – 03/31/2019	\$564,154.00	\$9,051.99	\$451,323.20	\$9,051.99
06/28/19 Dkt. 4386	04/01/2019 – 04/30/2019	\$542,700.75	\$5,068.85	\$434,160.60	\$5,068.85
08/12/19 Dkt. 4816	05/01/2019 – 05/31/2019	\$216,635.75	\$2,978.30	N/A	N/A
08/12/19 Dkt. 4819	06/01/2019 – 06/30/2019	\$65,297.50	\$82.17	N/A	N/A

PERSONNEL

For the Second Interim Fee Application Period from March 1, 2019 – June 30, 2019

Professional	Level	Rate	Hours	Fees
Blinder, Michael	Managing Director	\$975.00	11.0	\$10,725.00
Bryan, Michael	Managing Director	\$975.00	1.5	\$1,462.50
Cohen, Harrison	Managing Director	\$975.00	0.5	\$487.50
Collins, Bryan	Partner/Principal	\$975.00	109.5	\$106,762.50
Forrest, Jonathan	Partner/Principal	\$975.00	127.2	\$124,020.00
Gareau, Matthew	Partner/Principal	\$975.00	0.3	\$292.50
Gibian, Craig	Partner/Principal	\$975.00	0.4	\$390.00
Pauls, William	Managing Director	\$975.00	22.5	\$21,937.50
Penico, Victor	Managing Director	\$975.00	1.3	\$1,267.50
Rohrs, Jane	Managing Director	\$975.00	0.5	\$487.50
Testoff, Robert	Partner/Principal	\$975.00	2.7	\$2,632.50
Warco, Dave	Partner/Principal	\$975.00	0.5	\$487.50
Yanchisin, Helen	Managing Director	\$975.00	1.4	\$1,365.00
Dugan, Mike	Managing Director	\$850.00	3.4	\$2,890.00
Goertz, Ray	Managing Director	\$850.00	0.4	\$340.00
Gordon, Jared	Managing Director	\$850.00	0.6	\$510.00
Hermanson, Tom	Managing Director	\$850.00	30.0	\$25,500.00
Hoffman, David	Partner/Principal	\$850.00	10.8	\$9,180.00
Huston, Michael	Partner/Principal	\$850.00	14.4	\$12,240.00
Ng, Linda	Managing Director	\$850.00	6.2	\$5,270.00
Stoops, Kenneth	Managing Director	\$850.00	0.5	\$425.00
Sullivan, Brian	Managing Director	\$850.00	111.2	\$94,520.00
Tarrant, Steve	Partner/Principal	\$850.00	5.0	\$4,250.00
Tilley, Art	Managing Director	\$850.00	0.4	\$340.00
Trachtenberg, Jack	Partner/Principal	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	Partner/Principal	\$850.00	165.6	\$140,760.00
Walsh, Brian	Managing Director	\$850.00	2.0	\$1,700.00
Williams, Lance	Managing Director	\$850.00	0.3	\$255.00
Damin, John	Senior Manager	\$725.00	0.5	\$362.50
Paxton, Michael	Senior Manager	\$725.00	50.4	\$36,540.00
Rutherford, Amber	Senior Manager	\$725.00	1.0	\$725.00
Savage, Tara	Senior Manager	\$725.00	15.5	\$11,237.50
Baily, Brianna	Manager	\$595.00	41.6	\$24,752.00
Bakaya, Shaheen	Manager	\$595.00	0.9	\$535.50
Butler, Mike	Manager	\$595.00	374.0	\$222,530.00
Corrigan, Kevin	Manager	\$595.00	143.3	\$85,263.50
Dempsey, Jacob	Manager	\$595.00	0.5	\$297.50
Espinola, Jonathan	Manager	\$595.00	150.0	\$89,250.00
Fielding, Stephen	Manager	\$595.00	170.0	\$101,150.00
Jerwick, Erika	Manager	\$595.00	7.7	\$4,581.50
Lowry, Jamie	Manager	\$595.00	23.6	\$14,042.00
Yang, Annie	Manager	\$595.00	8.7	\$5,176.50
Ahmadi, Cyavash	Senior Consultant	\$450.00	21.4	\$9,630.00
Browning, Maria	Senior Consultant	\$450.00	32.7	\$14,715.00
Schreiber, Mendy	Senior Consultant	\$450.00	55.1	\$24,795.00
Uger, Anna	Senior Consultant	\$450.00	1.8	\$810.00
Abrom, Carisa	Senior Consultant	\$325.00	46.5	\$15,112.50

Allegretti, Joe	Consultant	\$325.00	350.7	\$113,977.50
Allen, Michael	Consultant	\$325.00	0.6	\$195.00
Atwal, Justin	Consultant	\$325.00	29.9	\$9,717.50
Chatten, Colin	Consultant	\$325.00	156.6	\$50,895.00
Chionchio, Michelle	Consultant	\$325.00	5.9	\$1,917.50
Elandary, Hannah	Consultant	\$325.00	0.1	\$32.50
Fama, Frank	Consultant	\$325.00	2.0	\$650.00
Gutierrez, Dalia	Consultant	\$325.00	8.0	\$2,600.00
Hybl, Claire	Consultant	\$325.00	15.6	\$5,070.00
Shrestha, Rosy	Consultant	\$325.00	3.1	\$1,007.50
Professional Subtotal :			2,349.9	\$1,419,851.00

Adjustment				
50% Non-Working Travel				(\$34,125.00)
Adjustment Subtotal :				(\$34,125.00)
Total	Blended Rate:	\$589.70	2,349.9	\$1,385,726.00

COMPENSATION BY CATEGORY

For the Second Interim Fee Application Period from March 1, 2019 – June 30, 2019

Categories	Hours	Fees
Engagement Procedures	1.0	\$850.00
Non-Working Travel	116.4	\$68,250.00
Preparation of Fee Applications	104.8	\$34,375.00
State Tax Audit Services	58.4	\$40,867.00
Tax Restructuring Services	2,069.3	\$1,275,509.00
Fee's Category Subtotal :	2,349.9	\$1,419,851.00

Adjustment		
50% Non-Working Travel Reduction		(\$34,125.00)
Adjustment Subtotal :		(\$34,125.00)
Total	2,349.9	\$1,385,726.00

EXPENSES BY CATEGORY

For the Second Interim Fee Application Period from March 1, 2019 – June 30, 2019

Expense Categories	Total Expenses for the Period
Transportation	\$2,372.19
Airfare	\$5,193.26
Meals	\$1,505.55
Internet Access While Traveling	\$82.83
Hotel	\$7,487.08
Expense Category Subtotal :	<hr/> \$16,640.91

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**SECOND INTERIM FEE APPLICATION OF DELOITTE TAX LLP FOR
COMPENSAION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS TAX SERVICES PROVIDER
FROM MARCH 1, 2019 THROUGH JUNE 30, 2019**

Pursuant to sections 105, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York adopted by the Court on November 25, 2009 (the “Local Rules”), United States Bankruptcy Court of the Southern District of New York’s General Order M-447 signed on January 29, 2013 by Chief Judge Cecelia G. Morris (the “General Order”) and this Court’s Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (the “Interim Compensation Order”) (Docket No. 796), Deloitte Tax LLP (“Deloitte Tax” or “Applicant”), as the Debtors’ tax services provider, hereby submits its second interim fee application (“Second Interim Fee Application”) for the interim compensation of professional services performed and reimbursement of expenses incurred, by Deloitte Tax for the period commencing March 1, 2019 through and including June 30, 2019 (the “Second Interim Fee Application Period”).

By this Second Interim Fee Application, Deloitte Tax seeks compensation in the amount of \$1,385,726.00 and reimbursement of actual and necessary expenses incurred in the amount of \$16,890.59 for the Second Interim Fee Application Period.

JURISDICTION

1. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

STATUTORY BASIS

2. The statutory predicates for the relief requested herein are: (i) sections 328, 330 and 331 of the Bankruptcy Code; (ii) rule 2016 of the Bankruptcy Rules; (iii) rule 2016-1 of the Local Rules; and (iv) the Interim Compensation Order. This Interim Fee Application has been prepared in accordance with General Order 447 and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective January 30, 1996 (the “UST Guidelines” and, together with the General Order 447, the “Guidelines”). Pursuant to the Guidelines, a certification regarding compliance with the Guidelines is attached hereto as Exhibit C.

BACKGROUND

3. On October 15, 2018 (the “Petition Date”),² the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. The Debtors’ cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015 (b).

4. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these cases are proper under 28 U.S.C. §§ 1408 and 1409.

5. On October 24, 2018, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code.

RETENTION OF DELOITTE TAX LLP

6. The retention of Deloitte Tax, as tax services provider was approved effective October 15, 2018 by this Court’s “Order Authorizing the Debtors to Retain Deloitte Tax LLP as Tax Services Provider for the Debtors *Nunc Pro Tunc* to October 15, 2018” entered on or about January 22, 2019 (the “Retention Order”) (Docket No. 1735). The Retention Order authorized the Debtors to employ Deloitte Tax pursuant to the terms and conditions set forth in (i) that certain work order, dated February 1, 2018 to provide certain tax advisory services related to the Debtors’ debt exchange transaction (the “Transaction Work Order”); and(ii) that certain work order, dated October 15, 2018, to provide certain tax advisory services relating to the Debtors’ restructuring (the “Restructuring Work Order”) (collectively, the “Engagement Agreements”) between Deloitte

² All of the Debtors filed for chapter 11 on October 15, 2018, with the exception of SHC Licensed Business LLC (filed on October 18, 2018), SHC Promotion LLC (filed on October 22, 2018) and SRe Holding Corporation (filed on January 7, 2019).

Tax and the Debtors. Pursuant to the Retention Order, Deloitte Tax was authorized to perform and to be compensated for professional services and reimbursed for actual and necessary expenses incurred on behalf of the Debtors effective October 15, 2018, subject to application to this Court as set forth therein.

REQUESTED RELIEF AND BASIS THEREFOR

7. By this Second Interim Fee Application and pursuant to the terms and conditions set forth in the Engagement Agreements, Deloitte Tax requests compensation of 100% of its total fees in the amount of \$1,385,726.00 during the Second Interim Fee Application Period. Deloitte Tax also seeks reimbursement of its actual and necessary expenses incurred during the Second Interim Fee Application Period in the amount of \$16,890.59, for a total requested compensation of fees and expenses of \$1,402,616.59.

8. All services for which Deloitte Tax requests compensation were performed for or on behalf of the Debtors. Deloitte Tax has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Second Interim Fee Application. There is no agreement or understanding between Deloitte Tax and any nonaffiliated person or unrelated person for the sharing of compensation to be received for services rendered in these chapter 11 cases.

9. The time detail for the Second Interim Fee Application Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each professional and paraprofessional during the Second Interim Fee Application Period. To the best of Deloitte Tax's knowledge, this Second Interim Fee Application substantially complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the General Order and the Interim Compensation Order (except as set forth herein). Deloitte Tax's time reports are entered and organized by the professional or paraprofessional performing the described

services on a daily basis.

10. A summary of actual and necessary expenses incurred by Deloitte Tax for the Second Interim Fee Application Period is attached hereto as Exhibit B. Deloitte Tax does not charge for photocopying, out-going facsimile transmissions, or long distance telephone calls on faxes. Deloitte Tax does not charge the Debtors for the receipt of faxes.

11. The names of the partners, principals and professionals, who have rendered professional services in these chapter 11 cases during the Second Interim Fee Application Period, along with a more detailed identification of the actual services provided, are set forth in the attached Exhibit A.

12. The services rendered by Deloitte Tax during the Second Interim Fee Application Period can be grouped into the categories set forth below. Deloitte Tax attempted to place the services provided in the category that best related to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth in the attached Exhibit A. Exhibit A identifies the professionals and paraprofessionals who rendered services relating to each category, along with the number of hours for each individual and the total compensation sought for each category.

13. Deloitte Tax affiliates, Deloitte Transactions and Business Analytics LLP and Deloitte & Touche LLP are also providing services to the Debtors, which were approved by separate retention orders of this Court, both entered on January 22, 2019 (Dockets 1734 and 1736, respectively). The fees and expenses of these entities will be subject of separate fee applications.

SUMMARY OF SERVICES PERFORMED

14. This Second Interim Fee Application covers the fees incurred during the Second

Interim Fee Application Period. Deloitte Tax believes it appropriate to be compensated for the time spent in connection with these matters, and sets forth a narrative description of the services rendered for the Debtors and the time expended, organized by project task categories, as follows:

A. Engagement Procedures

15. During the Second Interim Fee Application Period, Deloitte Tax personnel discussed existing services being provided by another Deloitte Touche Tohmatsu Limited member firm for a non-debtor affiliate of the Debtors located in that country.

Total Category (Mar. 1, 2019 – Jun. 30, 2019)	Time Expended	Fees
Engagement Procedures	1.0 Hours	\$ 850.00

B. Tax Restructuring Services

16. During the Second Interim Fee Application Period, Deloitte Tax performed the following services:

- a. Advised the Debtors as they consulted with their counsel and financial advisors on the cash tax effects of restructuring and bankruptcy transactions and the post-restructuring tax profile tax costs;
- b. Advised the Debtors regarding the restructuring and bankruptcy emergence process from a tax perspective;
- c. Assisted the Debtors with documenting, as appropriate, the tax analysis, development of the Debtors' recommendation, observations, and correspondence for multiple proposed restructuring alternatives and related tax matters;
- d. Assisted the Debtors with their efforts to calculate tax basis of their assets and liabilities in each of the Debtors' subsidiaries or other entity interests.
- e. Assisted the Debtors to calculate stock basis in each of the Debtors' subsidiaries or other entity interests.

- f. Advised the Debtors with the preparation of tax modeling to assess the U.S. federal income tax implications of liquidating, disposing of assets, merging or converting entities as part of multiple proposed restructuring alternatives, including the effects on federal and state tax attributes, state incentives, apportionment and other tax planning. The components of the tax modeling included the following:
- i. Assessing the implications of cancellation of debt income for tax purposes under Internal Revenue Code (“IRC”) section 108;
 - ii. Analyzing the Debtors’ post-restructuring or post-bankruptcy tax attributes (tax basis in assets, tax basis in subsidiary stock, and net operating loss carryovers) available under the applicable tax regulations and the reduction of such attributes based on the Debtors’ operating projections, including a technical analysis of the effects of Treasury Regulation Section 1.1502-28 and the interplay with IRC sections 108 and 1017;
 - iii. Analyzing the effects of tax rules under IRC sections 382(l)(5) and (l)(6) pertaining to the post-bankruptcy net operating loss carryovers and limitations on their utilization, and the Debtors’ ability to qualify for IRC section 382(l)(5);
 - iv. Analyzing the Debtors on net built-in gain or net built-in loss position at the time of “ownership change” (as defined under IRC section 382), including limitations on use of tax losses generated from post-restructuring or post-bankruptcy asset or stock sales;
- g. Advised the Debtors on state income tax treatment, modeling, and planning for restructuring or bankruptcy provisions in various jurisdictions including cancellation of indebtedness calculation, adjustments to tax attributes and

limitations on tax attribute utilization;

h. Advised the Debtors on income tax return reporting of bankruptcy issues and related matters;

i. Assisted the Debtors in preparing supporting calculations for certain tax representations in connection with asset transfers.

Total Category (Mar. 1, 2019 – Jun. 30, 2019)	Time Expended	Fees
Tax Restructuring Services	2,069.3 Hours	\$ 1,275,509.00

C. State Tax Audit Services

17. During the Second Interim Fee Application Period, Deloitte Tax advised the Debtors on responding to tax notices and audits from various taxing authorities, including several New York sales tax assessments. Deloitte Tax represented the Debtors in discussions with representatives from the New York State Department of Taxation and Finance.

Total Category (Mar. 1, 2019 – Jun. 30, 2019)	Time Expended	Fees
State Tax Audit Services	58.4 Hours	\$ 40,867.00

D. Non-Working Travel Time

18. During the Second Interim Fee Application Period, Deloitte Tax personnel were required to be on-site to meet with the Debtors' management team on a regular basis. Deloitte Tax has taken a 50% reduction of these fees.

Total Category (Mar. 1, 2019 – Jun. 30, 2019)	Time Expended	Fees
Non-Working Travel Time Prior to Reduction	116.4 Hours	\$ 68,250.00
<i>Less: 50% Reduction</i>		(\$34,125.00)
Total Non-Working Travel Time Net of Reduction		\$34,125.00

E. Preparation of Fee Applications

19. During the Second Interim Fee Application Period, staff for Deloitte Tax prepared its monthly fee statements in accordance with the Interim Compensation Order. Deloitte Tax filed

its second monthly fee application covering the period from December 1, 2018 through December 31, 2018 on April 15, 2019 [Docket No. 3212], filed its third monthly fee statement covering the periods from January 1, 2019 through January 31, 2019 on April 15, 2019 [Docket No. 3218], and filed its fourth monthly fee statement covering the periods from February 1, 2019 through February 28, 2019 on April 15, 2019 [Docket No. 3219]. Deloitte Tax also filed its first interim fee application from October 15, 2018 through February 28, 2019 on April 15, 2019 [Docket No. 3220]. The fees sought for the preparation of monthly fee statements and schedules in this and in prior fee applications represent 1.0% of all fees requested by Deloitte & Touche to date for this category.

Total Category (Mar. 1, 2019 – Jun. 30, 2019)	Time Expended	Fees
Preparation of Fee Applications	106.0 Hours	\$ 34,765.00

ALLOWANCE OF COMPENSATION AND ACTUAL AND NECESSARY EXPENSES

A. Compensation Sought

20. Because of the benefits realized by the Debtors, the nature of services provided, the amount of work done, the time consumed and the skill required, Deloitte Tax requests that it be allowed, on an interim basis, compensation for the professional services rendered during the Second Interim Fee Application Period in the sum of \$ 1,385,726.00.

21. During the Second Interim Fee Application Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$589.70. The fees charged by Deloitte Tax in these chapter 11 cases are billed in accordance with its existing billing structure and procedures in effect during the Second Interim Fee Application Period.

22. Deloitte Tax respectfully submits that the professional services rendered by Deloitte Tax for the Debtors during the Second Interim Fee Application Period were reasonable,

necessary and appropriate to the administration of these chapter 11 cases and related matters.

B. Reimbursement of Actual and Necessary Expenses Incurred by Deloitte Tax

23. Deloitte Tax has disbursed, and requests reimbursement for, a total of \$16,890.59 in expenses. In providing professional services for the Debtors during the Second Interim Fee Application Period, which represents actual, necessary expenses incurred in the rendition of professional services in these chapter 11 cases.

24. Deloitte Tax believes that the actual expenses incurred in providing professional services during the Second Interim Fee Application Period were necessary, reasonable and justified under the circumstances to provide services to the Debtors in these chapter 11 cases.

**DELOITTE TAX'S REQUESTED FEES AND REIMBURSEMENT OF
EXPENSES SHOULD BE ALLOWED BY THIS COURT**

25. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

26. In these chapter 11 cases, Deloitte Tax respectfully submits that the services for which it seeks compensation in the Second Interim Fee Application Period were necessary for and beneficial to the Debtors and were performed economically, effectively, and efficiently. Deloitte Tax further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors. Further, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these chapter 11 cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under the Bankruptcy Code. Accordingly, the approval of the compensation and expense reimbursement sought herein is warranted.

CERTIFICATE OF COMPLIANCE AND WAIVER

27. Finally, as set forth in Exhibit C attached hereto, the undersigned representative of Deloitte Tax certifies that it has reviewed the requirements of rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Deloitte Tax believes that such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, pursuant to the Interim Compensation Order, Deloitte Tax respectfully requests that, for the period from March 1, 2019 through June 30, 2019, the Court (i) grant Deloitte Tax interim allowance of compensation in the amount of \$1,385,726.00 for professional services rendered during the Second Interim Fee Application Period and reimbursement of actual and necessary expenses in the amount of \$16,890.59 for a total allowance of \$1,402,616.59, in each case on an interim basis, (ii) authorize and direct the Debtors to pay the foregoing amounts to the extent not previously paid, and (iii) grant such other and further relief as may be just and proper.

Dated: August 14, 2019
Chicago, Illinois

Respectfully submitted,

/s/ Thomas C. Hermanson
Deloitte Tax LLP
Thomas C. Hermanson
111 S. Wacker Drive
Chicago, Illinois 60606-4301
Telephone: 312-486-9858

TAX SERVICES PROVIDER

EXHIBIT A

**PROFESSIONAL SERVICES TIME DETAIL FOR DELOITTE TAX FOR
THE SECOND INTERIM FEE APPLICATION PERIOD**

MARCH 1, 2019 THROUGH JUNE 30, 2019

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Engagement Procedures</i>				
06/18/2019				
Hermanson, Tom	Discuss status of existing Indian services being provided by Deloitte India with L. McDonnell, R. Young, and E. Tzavelis (all Deloitte).	\$850.00	1.0	\$850.00
Subtotal for Engagement Procedures:			1.0	\$850.00
<i>Non-Working Travel</i>				
03/05/2019				
Fielding, Stephen	Travel from New York, NY to Hoffman Estates, IL	\$595.00	5.4	\$3,213.00
03/06/2019				
Fielding, Stephen	Travel from Hoffman Estates, IL to New York, NY	\$595.00	7.9	\$4,700.50
03/17/2019				
Allegretti, Joe	Travel from Chicago, IL to New York, NY	\$325.00	4.0	\$1,300.00
Butler, Mike	Travel from Chicago, IL to New York, NY	\$595.00	3.8	\$2,261.00
03/20/2019				
Allegretti, Joe	Travel from New York, NY to Chicago, IL	\$325.00	4.8	\$1,560.00
Butler, Mike	Travel from New York, NY to Chicago, IL	\$595.00	3.8	\$2,261.00
03/24/2019				
Allegretti, Joe	Travel from Chicago, IL to Washington, DC	\$325.00	3.8	\$1,235.00
Butler, Mike	Travel from Chicago, IL to Washington, DC	\$595.00	4.5	\$2,677.50
03/25/2019				
Allegretti, Joe	Travel from Washington, DC to New York, NY	\$325.00	3.9	\$1,267.50
Butler, Mike	Travel from Washington, DC to New York, NY	\$595.00	3.0	\$1,785.00
Fielding, Stephen	Travel from New York, NY to Washington, DC	\$595.00	2.5	\$1,487.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
03/25/2019				
Fielding, Stephen	Travel from Washginton, DC to New York, NY	\$595.00	2.5	\$1,487.50
03/26/2019				
Collins, Bryan	Tavel from Washington, DC to New York, NY	\$975.00	3.1	\$3,022.50
Collins, Bryan	Travel from New York, NY to Washington, DC	\$975.00	3.2	\$3,120.00
Forrest, Jonathan	Travel from New York, NY to Washington, DC	\$975.00	2.9	\$2,827.50
Forrest, Jonathan	Travel from Washington, DC to New York, NY	\$975.00	2.3	\$2,242.50
03/27/2019				
Allegretti, Joe	Travel from New York, NY to Chicago, IL	\$325.00	4.5	\$1,462.50
Butler, Mike	Travel from New York, NY to Chicago, IL	\$595.00	4.5	\$2,677.50
04/01/2019				
Butler, Mike	Travel time from Chciago, IL to New York, NY	\$595.00	4.8	\$2,856.00
04/02/2019				
Butler, Mike	Travel time from New York, NY	\$595.00	4.5	\$2,677.50
Collins, Bryan	Travel time to New York, NY	\$975.00	6.5	\$6,337.50
04/07/2019				
Allegretti, Joe	Travel time from Chicago, IL to Washington, D.C. with severe weather delays.	\$325.00	4.8	\$1,560.00
Allegretti, Joe	Travel time from apartment to O'Hare International Airport.	\$325.00	0.9	\$292.50
Allegretti, Joe	Travel time from Reagan International Airport to hotel in downtown Washington, D.C.	\$325.00	0.5	\$162.50
Butler, Mike	Travel time to Washington, DC for tax meetings.	\$595.00	5.2	\$3,094.00
04/08/2019				
Tzavelis, Elias	Travel from NY LGA to Washington DC	\$850.00	1.5	\$1,275.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Non-Working Travel</i>				
04/09/2019				
Allegretti, Joe	Travel time from Deloitte office to Reagan International Airport.	\$325.00	0.4	\$130.00
Allegretti, Joe	Travel time from Washington, D.C. to Chicago with minor delays on the runway.	\$325.00	3.4	\$1,105.00
Allegretti, Joe	Travel time from O'Hare International Airport to apartment.	\$325.00	0.9	\$292.50
Butler, Mike	Travel time back from Washington, DC for tax meetings.	\$595.00	4.8	\$2,856.00
Tzavelis, Elias	Travel time from Washington DC to NYC LGA.	\$850.00	1.5	\$1,275.00
05/07/2019				
Corrigan, Kevin	Travel to Chicago, IL from New York, NY	\$595.00	3.2	\$1,904.00
05/09/2019				
Corrigan, Kevin	Travel from Chicago, IL to New York, NY	\$595.00	3.1	\$1,844.50
Subtotal for Non-Working Travel:			116.4	\$68,250.00

Preparation of Fee Applications

03/02/2019				
Abrom, Carisa	Update November monthly fee statement.	\$325.00	0.5	\$162.50
03/06/2019				
Abrom, Carisa	Prepare December monthly fee statement.	\$325.00	2.8	\$910.00
03/07/2019				
Hermanson, Tom	Review revised November monthly fee statement.	\$850.00	0.6	\$510.00
03/12/2019				
Abrom, Carisa	Prepare exhibits for December monthly fee statement.	\$325.00	1.2	\$390.00
03/21/2019				
Chatten, Colin	Review fee applications for October and November.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
03/26/2019				
Abrom, Carisa	Update December monthly fee statement.	\$325.00	2.8	\$910.00
04/03/2019				
Abrom, Carisa	Prepare monthly fee statement for January.	\$325.00	2.1	\$682.50
04/04/2019				
Abrom, Carisa	Prepare monthly fee statement for January.	\$325.00	1.3	\$422.50
04/05/2019				
Abrom, Carisa	Prepare monthly fee statement for February.	\$325.00	1.4	\$455.00
04/06/2019				
Abrom, Carisa	Prepare monthly fee statement for February.	\$325.00	5.4	\$1,755.00
04/07/2019				
Abrom, Carisa	Update monthly fee statement for January.	\$325.00	4.2	\$1,365.00
04/08/2019				
Abrom, Carisa	Prepare monthly fee statements for January, February and March.	\$325.00	2.3	\$747.50
Chatten, Colin	Update the January monthly fee application.	\$325.00	10.0	\$3,250.00
04/09/2019				
Abrom, Carisa	Prepare fee statements for December, January, February.	\$325.00	4.5	\$1,462.50
Chatten, Colin	Prepare February fee application.	\$325.00	10.0	\$3,250.00
04/10/2019				
Abrom, Carisa	Prepare Interim draft and January monthly statement.	\$325.00	2.5	\$812.50
Chatten, Colin	Prepare the March fee application.	\$325.00	10.0	\$3,250.00
04/11/2019				
Chatten, Colin	Prepare the interim fee application.	\$325.00	2.0	\$650.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
04/12/2019				
Abrom, Carisa	Prepare February monthly fee statement.	\$325.00	1.1	\$357.50
Chatten, Colin	Revise January fee application.	\$325.00	3.0	\$975.00
04/13/2019				
Abrom, Carisa	Finalize January and February monthly fee statements, including first interim.	\$325.00	3.2	\$1,040.00
Chatten, Colin	Revise February fee application.	\$325.00	2.0	\$650.00
04/15/2019				
Abrom, Carisa	Prepare Interim fee application.	\$325.00	3.5	\$1,137.50
05/07/2019				
Chatten, Colin	Revise March monthly fee statement.	\$325.00	1.6	\$520.00
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.9	\$617.50
05/08/2019				
Abrom, Carisa	Prepare March fee statement for filing.	\$325.00	1.2	\$390.00
05/13/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.1	\$357.50
05/15/2019				
Abrom, Carisa	Begin to prepare April monthly fee statement.	\$325.00	3.6	\$1,170.00
05/16/2019				
Gutierrez, Dalia	Review April fee detail in preparation for the monthly fee application.	\$325.00	8.0	\$2,600.00
05/21/2019				
Chatten, Colin	Prepare summary of fees and expenses incurred pursuant to request from M-III.	\$325.00	1.4	\$455.00
06/03/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.2	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
06/09/2019				
Chatten, Colin	Revise April monthly fee statement.	\$325.00	0.7	\$227.50
06/10/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with R. Young and E. Tzavelis (both Deloitte) regarding April fee application.	\$325.00	0.2	\$65.00
06/17/2019				
Abrom, Carisa	Revise April monthly fee statement.	\$325.00	1.8	\$585.00
Abrom, Carisa	Prepare May monthly fee statement.	\$325.00	1.1	\$357.50
06/18/2019				
Chatten, Colin	Review April monthly fee statement.	\$325.00	1.0	\$325.00
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.5	\$487.50
06/19/2019				
Chatten, Colin	Discuss fee order with T. Hermanson of Deloitte Tax.	\$325.00	0.5	\$162.50
06/24/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.7	\$227.50
Subtotal for Preparation of Fee Applications:			104.8	\$34,375.00

State Tax Audit Services

05/01/2019				
Browning, Maria	Call with E. Tzavelis, B. Sullivan, S. Fielding (all Deloitte); MIII Partners; and the Sears tax audit team to discuss the ongoing sales tax audits.	\$450.00	0.6	\$270.00
Fielding, Stephen	Call with E. Tzavelis, B. Sullivan, M. Browning (all Deloitte); MIII Partners; and the Sears tax audit team to discuss the ongoing sales tax audits.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
05/01/2019				
Hermanson, Tom	Review existing engagment letters and APA to determine possible scope limitations of Deloitte work.	\$850.00	2.0	\$1,700.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, M. Browning (all Deloitte); MIII Partners; and the Sears tax audit team to discuss the ongoing sales tax audits.	\$850.00	0.6	\$510.00
Sullivan, Brian	Call with J. Trachtenberg (Deloitte) to discuss the New York sales tax assessment notices sent to responsible officers	\$850.00	0.3	\$255.00
Trachtenberg, Jack	Call with B. Sullivan (Deloitte) to discuss the New York sales tax assessment notices sent to responsible officers	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with B. Sullivan, S. Fielding, M. Browning (all Deloitte); MIII Partners; and the Sears tax audit team to discuss the ongoing sales tax audits.	\$850.00	0.6	\$510.00
05/02/2019				
Bakaya, Shaheen	Call with E. Tzavelis, B. Sullivan, J. Trachtenberg, S. Bakaya, M. Browning, and M. Chioncho (all Deloitte) and Sears tax team to discuss status of the New York sales tax audit.	\$595.00	0.5	\$297.50
Bakaya, Shaheen	Meeting with J. Trachtenberg, M. Chionchio, and S. Bakaya (all Deloitte) to discuss upcoming review of documentation related to corporate and responsible person assessments.	\$595.00	0.4	\$238.00
Browning, Maria	Call with E. Tzavelis, B. Sullivan, J. Trachtenberg, S. Bakaya (all Deloitte) and Sears tax team to discuss status of the New York sales tax audit.	\$450.00	0.5	\$225.00
Chionchio, Michelle	Call with E. Tzavelis, B. Sullivan, J. Trachtenberg, S. Bakaya, and M. Browning (all Deloitte) and Sears tax team to discuss status of the New York sales tax audit.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
05/02/2019				
Chionchio, Michelle	Meeting with J. Trachtenberg and S. Bakaya (both Deloitte) to discuss upcoming review of documentation related to corporate and responsible person assessments.	\$325.00	0.4	\$130.00
Sullivan, Brian	Call with E. Tzavelis, J. Trachtenberg, S. Bakaya, M. Browning, and M. Chioncho (all Deloitte) and Sears tax team to discuss status of the New York sales tax audit.	\$850.00	0.5	\$425.00
Trachtenberg, Jack	Meeting with M. Chionchio and S. Bakaya (both Deloitte) to discuss upcoming review of documentation related to corporate and responsible person assessments	\$850.00	0.4	\$340.00
Trachtenberg, Jack	Prepare for call with J. Pollak (Sears) and E. Fellner (Sears) to discuss NYS responsible officer assessments and related corporate sales tax liabilities	\$850.00	0.6	\$510.00
Trachtenberg, Jack	Call with E. Tzavelis, B. Sullivan, S. Bakaya, M. Chionchio, M. Browning (all Deloitte) and Sears tax team to discuss status of the New York sales tax audit.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Sullivan, J. Trachtenberg, S. Bakaya, M. Browning, and M. Chioncho (all Deloitte) and Sears tax team to discuss status of the New York sales tax audit.	\$850.00	0.5	\$425.00
05/08/2019				
Hermanson, Tom	Review existing and pending engagement letters to understand status of work of various Deloitte members firms.	\$850.00	2.0	\$1,700.00
Tzavelis, Elias	Call with S. Fielding and B. Sullivan (both Deloitte) regarding tax implications of litigation claims and settling outstanding audits.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
05/09/2019				
Fielding, Stephen	Call with E. Tzavelis and B. Sullivan (all Deloitte) regarding tax implications of litigation claims and settling outstanding audits.	\$595.00	0.5	\$297.50
Hermanson, Tom	Review APA and amendment for engagement issues	\$850.00	2.0	\$1,700.00
Sullivan, Brian	Call with E. Tzavelis and S. Fielding (both Deloitte) regarding tax implications of litigation claims and settling outstanding audits.	\$850.00	0.5	\$425.00
05/15/2019				
Sullivan, Brian	Call with B. Tzavelis (Deloitte), M. Korycki and B. Griffith (Miii), and L. Meershchaert, E. Fellner, R. Boyle, R. Phelan and J. Pollak (Sears) to discuss status of state audits and strategy for resolving and settling open audits for the estate.	\$850.00	0.5	\$425.00
05/16/2019				
Tzavelis, Elias	Call with B. Sullivan (Deloitte), M. Korycki and B. Griffith (Miii), and L. Meershchaert, E. Fellner, R. Boyle, R. Phelan and J. Pollak (Sears) to discuss status of state audits and strategy for resolving and settling open audits for the estate	\$850.00	0.5	\$425.00
05/20/2019				
Sullivan, Brian	Review documentation from New York sales tax audit and responsible party assessment	\$850.00	1.6	\$1,360.00
05/21/2019				
Sullivan, Brian	Draft email to J. Trachtenberg (Deloitte) regarding next steps with New York audit protest/appeal	\$850.00	0.4	\$340.00
05/28/2019				
Sullivan, Brian	Review New York audit documentation and responsible party limitations for purposes of negotiating potential settlement	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/03/2019				
Hermanson, Tom	Discuss status of work and issues with pending projects with L. Meerschaert of Sears	\$850.00	2.0	\$1,700.00
06/05/2019				
Hoffman, David	Discuss project status and issues with pending projects with E. Tzavelis of Deloitte Tax.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with Miii, Weil and TransformCo to discuss state tax audit settlements in various states	\$850.00	0.5	\$425.00
06/06/2019				
Yang, Annie	Review NYS sales tax workpapers.	\$595.00	2.5	\$1,487.50
06/10/2019				
Hermanson, Tom	Review existing engagement letters and APA to consider possible scope limitations of Deloitte work, including call with L. McDonnel, K. Lauret, and J. Berry (all Deloitte) to discuss same.	\$850.00	2.0	\$1,700.00
06/11/2019				
Sullivan, Brian	Call with B. Carleo, A. Morrison-Howe and B. Sullivan (all Deloitte) to discuss potential settlement strategies with the Massachusetts taxing authority regarding outstanding state tax assessments	\$850.00	0.4	\$340.00
06/12/2019				
Goertz, Ray	Call with B. Sullivan (Deloitte) to discuss potential audit settlement strategies with Minnesota Department of Revenue	\$850.00	0.4	\$340.00
Sullivan, Brian	Call with R. Goertz (Deloitte) to discuss potential audit settlement strategies with Minnesota Department of Revenue	\$850.00	0.4	\$340.00
06/13/2019				
Sullivan, Brian	Emails with J. Trachtenberg (Deloitte) regarding sales tax and responsible officer settlement negotiations	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/18/2019				
Espinola, Jonathan	Call with B. Sullivan (Deloitte) and K. Lejkowski (Sears) regarding New York audit and impact on NOLs.	\$595.00	0.7	\$416.50
Sullivan, Brian	Email with J. Trachtenberg (Deloitte) potential appeal strategies regarding New York responsible party assessment	\$850.00	0.3	\$255.00
Sullivan, Brian	Review New York net operating loss schedules in preparation for call with K. Lejkowski (Sears)	\$850.00	0.6	\$510.00
Sullivan, Brian	Call with J. Espinola (Deloitte) and K. Lejkowski (Sears) regarding New York audit and impact on net operating loss.	\$850.00	0.7	\$595.00
Sullivan, Brian	Call with B. Griffith (Miii) and S. Goldring, M. Hoenig, J. Marcus (Weil) and E. Tzavelis (Deloitte) to discuss New York audit assessment and responsible party assessment appeal procedures	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Griffith (Miii) and S. Goldring, M. Hoenig, J. Marcus (Weil) and B. Sullivan (Deloitte) to discuss New York audit assessment and responsible party assessment appeal procedures	\$850.00	0.6	\$510.00
06/19/2019				
Rutherford, Amber	Call with B. Sullivan and A. Rutherford (Deloitte) to potential settlement options for Tennessee sales tax audit assessment	\$725.00	0.4	\$290.00
Sullivan, Brian	Call with L. Williams and B. Lowenstein (Deloitte) to discuss potential settlement options for Kansas sales tax audit assessments	\$850.00	0.3	\$255.00
Sullivan, Brian	Call with A. Rutherford (Deloitte) to potential settlement options for Tennessee sales tax audit assessment	\$850.00	0.4	\$340.00
Williams, Lance	Call with B. Sullivan, L. Williams and B. Lowenstein (Deloitte) to discuss potential settlement options for Kansas sales tax audit assessments	\$850.00	0.3	\$255.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/20/2019				
Hermanson, Tom	Continue review to assess status of work and coordinate with various Deloitte member firms to clarify services from DESC requests to assess whether work can or should be performed or completed	\$850.00	2.0	\$1,700.00
Rutherford, Amber	Research on settlements and offers in compromise processes with the TN Dept of Revenue	\$725.00	0.6	\$435.00
Sullivan, Brian	Draft email correspondence to Miii and Weil teams regarding potential appeal options of New York assessment against estate and responsible party assessment	\$850.00	0.4	\$340.00
Sullivan, Brian	Draft email to J. Pollak (Sears) regarding potential appeal option of New York responsible party assessment	\$850.00	0.3	\$255.00
06/24/2019				
Sullivan, Brian	Call with Miii, Weil and Transform and E. Tzavelis (Deloitte) to discuss state tax audit settlements	\$850.00	0.5	\$425.00
Uger, Anna	Email correspondence with M. Chionchio (Deloitte) regarding expectations for Bureau of Conciliations and Mediation Service conference petitions	\$450.00	0.3	\$135.00
06/25/2019				
Chionchio, Michelle	Prepare Request for Conciliation Conference form for L. Meerschaert (Sears) to submit to New York State, Department of Taxation and Finance, Bureau of Conciliation and Mediation Services.	\$325.00	1.0	\$325.00
Sullivan, Brian	Review state tax model with potential New York audit adjustment impact and send edits to J. Espinola via email	\$850.00	1.4	\$1,190.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/26/2019				
Chionchio, Michelle	Prepare Conciliation Conference package for L. Meerschaert (Sears) to submit to New York State, Department of Taxation and Finance, Bureau of Conciliation and Mediation Services.	\$325.00	0.5	\$162.50
Uger, Anna	Conversation with NYS auditor and representative regarding whether interest assessed on the NYS assessment of Sears and Kmart after the companies went into bankruptcy may be waived; draft internal email correspondence regarding the same.	\$450.00	1.5	\$675.00
06/27/2019				
Chionchio, Michelle	Prepare Conciliation Conference package and drafted attachments (including index and notices and powers of attorney) for L. Meerscahert (Sears) to submit to New York State, Department of Taxation and Finance, Bureau of Conciliation and Mediation Services	\$325.00	3.0	\$975.00
Fielding, Stephen	Call with L. Meerschaert of Sears regarding power of attorney forms to be executed to pay outstanding sales tax balances.	\$595.00	0.6	\$357.00
Hermanson, Tom	Discuss ability to perform work for legacy Sears or Transform with E. Tzavelis (Deloitte) and R. Boyle and L. Meerschaert (Sears).	\$850.00	1.0	\$850.00
Sullivan, Brian	Review email correspondence from Weil and Miii regarding payment of interest related to pre-petition New York tax assessment and responsible party assessment of post-petition interest.	\$850.00	0.7	\$595.00
Yang, Annie	Review Bureau of Conciliation and Mediation Service petition and related power of attorney forms for L. Meerschaert of Sears and prepare instructions for L. Meerschaert of Sears regarding the same.	\$595.00	2.6	\$1,547.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/27/2019				
Yang, Annie	Conference call with internal colleague to discuss Bureau of Concilation and Mediation Service and interest computation for L. Meerschaert of Sears.	\$595.00	0.3	\$178.50
06/28/2019				
Chionchio, Michelle	Review internal email correspondence regarding status of power of attorney forms.	\$325.00	0.5	\$162.50
Espinola, Jonathan	Update summary memo based on NY audit and additional state tax cash implications.	\$595.00	0.6	\$357.00
Fama, Frank	Calculations of interest on taxable income attributed to the Responsible party for Kmart	\$325.00	1.0	\$325.00
Fama, Frank	Calculations of interest on taxable income attributed to the Responsible party for Sears	\$325.00	1.0	\$325.00
Fielding, Stephen	Research regarding power of attorney forms to be executed to pay outstanding sales tax balances.	\$595.00	0.5	\$297.50
Sullivan, Brian	Review updated state tax model with New York audit adjustments	\$850.00	0.8	\$680.00
Sullivan, Brian	Emails to J. Trachtenberg and A. Yang regarding New York appeal for responsible party	\$850.00	1.1	\$935.00
Yang, Annie	Conference calls with the NYS auditor to discuss assessment, interest computation. Reached out to bankruptcy unit to discuss assessment.	\$595.00	1.5	\$892.50
Yang, Annie	Discussions with internal team with regards to interest calculations. Reviewed interest computation prepared by staff and email results to the team.	\$595.00	1.8	\$1,071.00
Subtotal for State Tax Audit Services:			58.4	\$40,867.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/01/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte), and Sears tax team regarding impact of certain Kmart transaction on stock basis analysis.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with H. Elandary (Deloitte) to discuss the tax attribute reduction model.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss status the tax basis balance sheet updates.	\$325.00	0.5	\$162.50
Allegretti, Joe	Continue updating the latest tax basis balance sheet for the deferred tax balances provided by the Sears tax team.	\$325.00	2.5	\$812.50
Allegretti, Joe	Draft email correspondence to Deloitte tax team regarding status, timing, and responsible parties for outstanding items to be addressed with respect to the tax basis balance sheet and stock basis study.	\$325.00	2.3	\$747.50
Allegretti, Joe	Insert data from tax basis balance sheet into the tax attribute reduction model.	\$325.00	2.6	\$845.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and T. Hermanson (all Deloitte) regarding potential deferred intercompany transaction from historical acquisitions.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding impact of certain Kmart transaction on stock basis analysis.	\$450.00	0.7	\$315.00
Browning, Maria	Update timeline presentation of restructuring transactions pursuant to discussions with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte).	\$450.00	2.0	\$900.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/01/2019				
Browning, Maria	Discuss timeline presentation of restructuring transaction steps with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte).	\$450.00	0.6	\$270.00
Butler, Mike	Review allocation of deferred tax balances for FY18.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte), and Sears tax team regarding impact of certain Kmart transaction on stock basis analysis.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss status of tax basis balance sheet updates	\$595.00	0.5	\$297.50
Butler, Mike	Compile outstanding data request lists	\$595.00	1.2	\$714.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, and T. Hermanson (all Deloitte) regarding potential deferred intercompany transaction from historical acquisitions.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding impact of certain Kmart transaction on stock basis analysis.	\$325.00	0.7	\$227.50
Chatten, Colin	Discuss timeline presentation of restructuring transactions steps with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte).	\$325.00	0.6	\$195.00
Corrigan, Kevin	Update tax stock basis estimate file for FY19 amounts.	\$595.00	2.3	\$1,368.50
Elandary, Hannah	Call with J. Allegretti (Deloitte) to discuss the tax attribute reduction model.	\$325.00	0.1	\$32.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding impact of certain Kmart transaction on stock basis analysis.	\$595.00	0.7	\$416.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/01/2019				
Fielding, Stephen	Discuss timeline presentation of restructuring transactions steps with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte).	\$595.00	0.6	\$357.00
Fielding, Stephen	Draft revisions to summary explanation of assumptions made in tax attribute reduction model.	\$595.00	2.5	\$1,487.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and T. Hermanson (all Deloitte) regarding potential deferred intercompany transaction from historical acquisitions.	\$595.00	0.3	\$178.50
Hermanson, Tom	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding potential deferred intercompany transaction from historical acquisitions.	\$850.00	0.3	\$255.00
Pauls, William	Prepare summary of tax analysis for Sears Reinsurance transactions for upcoming discussions with Sears tax team.	\$975.00	4.0	\$3,900.00
Pauls, William	Research and review tax authorities relevant to Sears Reinsurance transactions	\$975.00	4.0	\$3,900.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and T. Hermanson (all Deloitte) regarding potential deferred intercompany transaction from historical acquisitions.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding impact of certain Kmart transaction on stock basis analysis.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Discuss timeline presentation of restructuring transactions steps with S. Fielding, M. Browning, and C. Chatten (all Deloitte).	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/03/2019				
Browning, Maria	Update summary explanation of assumptions made in tax attribute reduction model	\$450.00	1.1	\$495.00
Browning, Maria	Update timeline presentation of restructuring transaction steps.	\$450.00	1.2	\$540.00
03/04/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) regarding deferred tax adjustments in tax basis balance sheet.	\$325.00	0.9	\$292.50
Allegretti, Joe	Review tax attribute reduction model to assess whether new information provided by Sears tax and accounting teams is reflected correctly.	\$325.00	2.6	\$845.00
Allegretti, Joe	Review and revise the summary explanation of assumptions document to circulate for internal review.	\$325.00	0.7	\$227.50
Allegretti, Joe	Review deferred tax adjustments to draft talking points for upcoming meeting with Sears tax team	\$325.00	1.7	\$552.50
Allegretti, Joe	Update FY2018 tax basis balance sheet for comments from Sears tax team regarding Kmart Corporation	\$325.00	4.1	\$1,332.50
Baily, Brianna	Review factual write-up and related email correspondence regarding ESL's net operating loss waiver request.	\$595.00	0.9	\$535.50
Baily, Brianna	Search for asset purchase agreement and services agreement between Sears Holdings and Transform Co and circulate same to Deloitte tax team.	\$595.00	1.3	\$773.50
Browning, Maria	Update latest drafts of assumptions and timeline presentation.	\$450.00	1.8	\$810.00
Butler, Mike	Review mapping of deferred tax adjustments in compiling tax basis balance sheet.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review new tax basis balance sheet information related to intercompany balances and deferred tax adjustments provided by K. Stopen (Sears).	\$595.00	2.9	\$1,725.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/04/2019				
Butler, Mike	Meeting with J. Allegretti (Deloitte) regarding deferred tax adjustments in tax basis balance sheet.	\$595.00	0.9	\$535.50
Collins, Bryan	Consider impact of net operating loss order waiver with respect to IRC Section 382.	\$975.00	0.4	\$390.00
Collins, Bryan	Consider IRC Section 381 analysis and timing of transfers of the benefits and burdens of ownership of contracts and leases	\$975.00	1.1	\$1,072.50
Collins, Bryan	Consider tax return filing requirements of short years in 2019	\$975.00	0.8	\$780.00
Collins, Bryan	Meeting with J. Forrest and M. Schreiber (both Deloitte) to discuss ESL's net operating loss order waiver request.	\$975.00	0.6	\$585.00
Collins, Bryan	Research acquisition agreement provisions with respect to the timing of the transfer of assets.	\$975.00	0.6	\$585.00
Espinola, Jonathan	Call with M. Paxton and B. Sullivan (both Deloitte) regarding state tax attribute reduction model	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review state tax attribute reduction model for state conformity to federal consolidated tax return regulations.	\$595.00	1.7	\$1,011.50
Fielding, Stephen	Update model assumptions and explanation of model scenarios.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Review updated tax basis balance sheet and book to tax adjustments provided by K. Stopen (Sears).	\$595.00	2.0	\$1,190.00
Fielding, Stephen	Comment on updated tax basis balance sheet and book to tax adjustments.	\$595.00	0.7	\$416.50
Forrest, Jonathan	Meeting with M. Schreiber (Deloitte) to discuss ESL's net operating loss order waiver request.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Meeting with B. Collins and M. Schreiber (both Deloitte) to discuss ESL's net operating loss order waiver request.	\$975.00	0.6	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/04/2019				
Forrest, Jonathan	Review stock trading restriction.	\$975.00	0.7	\$682.50
Lowry, Jamie	Review workpapers regarding net operating loss order and related email correspondence from S. Goldring (Weil).	\$595.00	0.6	\$357.00
Pauls, William	Review draft assumptions related to indicative modeling exercise and provide comments on the same to B. Collins and J. Forrest (both Deloitte)	\$975.00	2.8	\$2,730.00
Paxton, Michael	Call with B. Sullivan and J. Espinola (both Deloitte) regarding state tax attribute reduction model.	\$725.00	0.4	\$290.00
Savage, Tara	Review net operating loss waiver request pursuant to queries from B. Collins (Deloitte) and S. Goldring (Weil) regarding ESL's proposed distribution of shares	\$725.00	1.0	\$725.00
Schreiber, Mendy	Meeting with J. Forrest (Deloitte) to discuss ESL's net operating loss order waiver request.	\$450.00	1.2	\$540.00
Schreiber, Mendy	Meeting with J. Forrest and B. Collins (both Deloitte) to discuss ESL's net operating loss order waiver request.	\$450.00	0.6	\$270.00
Sullivan, Brian	Review revised state tax attribute reduction model	\$850.00	2.3	\$1,955.00
Sullivan, Brian	Call with M. Paxton and J. Espinola (both Deloitte) regarding state tax attribute reduction model.	\$850.00	0.4	\$340.00
03/05/2019				
Allegretti, Joe	Meeting with S. Fielding, M. Butler and E. Tzavelis (all Deloitte) to regarding timing of the liquidation and worthless stock deduction for Kmart.	\$325.00	1.6	\$520.00
Allegretti, Joe	Meeting with M. Butler and S. Fielding (both Deloitte) to adjust tax basis balance sheet pursuant to comments from D. Meyer (Sears).	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, T. Hermanson and S. Fielding to discuss possible rejection of tax sharing agreement and timing of Kmart liquidation.	\$325.00	2.5	\$812.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss updated book balances for the period ended February 2, 2019.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) and K. Stopen (Sears) to discuss adjustments to the book balances for the period ended February 2, 2019.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Collins, J. Forrest, M. Schreiber (all Deloitte) and Y. Reich (Cleary) to discuss status of various deliverables and timing of next meeting.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, T. Hermanson, M. Butler, S. Fielding (all Deloitte), S. Goldring and M. Hoenig (both Weil) to discuss the structure and timing of certain aspects of the Sears emergence transaction.	\$325.00	0.6	\$195.00
Allegretti, Joe	Assess updated book balances in the tax attribute reduction model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Baily, S. Tarrant, J. Forrest, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transactions.	\$325.00	1.0	\$325.00
Allen, Michael	Perform Essbase pulls for all subsidiaries of Sears (Debtor and Non-Debtor) for the balance sheet general ledger detail to assist Deloitte tax in compiling the Company's tax balance sheet.	\$325.00	0.6	\$195.00
Atwal, Justin	Continue to update Sears basis study for 2018 tax provision.	\$325.00	2.9	\$942.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Atwal, Justin	Update stock basis report for 2018 tax provision.	\$325.00	2.9	\$942.50
Baily, Brianna	Review notice related to net operating loss waiver.	\$595.00	0.3	\$178.50
Baily, Brianna	Review balance sheet of Sears Reinsurance Company and notes on Sears Reinsurance Company's status as an insurance company for tax purposes.	\$595.00	0.6	\$357.00
Baily, Brianna	Meeting with J. Forrest, B. Collins, W. Pauls, and M. Schreiber (all Deloitte) to discuss estimates of the tax implications of the Sears Reinsurance transaction	\$595.00	0.4	\$238.00
Baily, Brianna	Research ESL ownership of Sears Holdings Corporation for purposes of IRC Section 382 ownership change analysis.	\$595.00	0.6	\$357.00
Baily, Brianna	Call with B. Collins, J. Forrest, S. Tarrant, J. Lowry, T. Savage, and M. Schreiber (all Deloitte) regarding potential IRC Section 382 ownership changes and upper-tier shareholder actions	\$595.00	0.3	\$178.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, T. Hermanson, J. Forrest, B. Collins, W. Pauls, M. Schreiber (all Deloitte), and Sears tax team regarding Sears Reinsurance transaction.	\$595.00	0.9	\$535.50
Baily, Brianna	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, S. Tarrant, J. Forrest, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transactio	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) and K. Stopen (Sears) to discuss adjustments to the book balances for the period ended February 2, 2019.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the updated book balances for the period ended February 2, 2019.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with J. Allegretti and S. Fielding (both Deloitte) to adjust tax basis balance sheet pursuant to comments from D. Meyer (Sears).	\$595.00	0.3	\$178.50
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis, T. Hermanson and S. Fielding (all Deloitte) to discuss possible rejection of tax sharing agreement and timing of Kmart liquidation.	\$595.00	2.5	\$1,487.50
Butler, Mike	Meeting with J. Allegretti, S. Fielding, and E. Tzavelis (all Deloitte) regarding timing of the liquidation and worthless stock deduction for Kmart.	\$595.00	1.6	\$952.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, S. Tarrant, J. Forrest, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transaction.	\$595.00	1.0	\$595.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding (all Deloitte), S. Goldring and M. Hoenig (both Weil) to discuss the structure and timing of certain aspects of the Sears emergence transaction.	\$595.00	0.6	\$357.00
Chatten, Colin	Review correspondence and related files from K. Stopen with new deferred tax adjustments in intercompany balance information.	\$325.00	1.8	\$585.00
Collins, Bryan	Meeting with J. Forrest and M. Schreiber (both Deloitte) to discuss drafting an information request regarding whether the ESL waiver should be granted.	\$975.00	0.8	\$780.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Collins, Bryan	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Baily, S. Tarrant, J. Forrest, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transaction.	\$975.00	1.0	\$975.00
Collins, Bryan	Meeting with J. Forrest, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) to discuss estimates of the tax implications of the Sears Reinsurance transaction.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with J. Forrest, S. Tarrant, J. Lowry, T. Savage, B. Baily, and M. Schreiber (all Deloitte) regarding potential IRC Section 382 ownership changes and upper-tier shareholder actions.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, J. Forrest, M. Schreiber (all Deloitte) and Y. Reich (Cleary) to discuss status of various deliverables and timing of next meeting.	\$975.00	0.5	\$487.50
Espinola, Jonathan	Make revisions to state tax attribute reduction model pertaining to combined net operating loss allocation for separately tracked members of combined states.	\$595.00	3.1	\$1,844.50
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) regarding timing of the liquidation and worthless stock deduction for Kmart.	\$595.00	1.6	\$952.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, E. Tzavelis, and T. Hermanson (all Deloitte) to discuss possible rejection of tax sharing agreement and timing of Kmart liquidation.	\$595.00	2.5	\$1,487.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis, T. Hermanson, M. Butler (all Deloitte), S. Goldring and M. Hoenig (both Weil) to discuss the structure and timing of certain aspects of the Sears emergence transaction.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis, T. Hermanson, M. Butler, B. Collins, J. Forrest, M. Schreiber (all Deloitte) and Y. Reich (Cleary) to discuss status of various deliverables and timing of next meeting.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with J. Allegretti and M. Butler (both Deloitte) to adjust tax basis balance sheet pursuant to comments from D. Meyer (Sears).	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis, T. Hermanson, M. Butler, S. Tarrant, J. Forrest, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transaction.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, T. Hermanson, J. Forrest, B. Collins, W. Pauls, B. Baily, M. Schreiber (all Deloitte), and Sears tax team regarding Sears Reinsurance transaction.	\$595.00	0.9	\$535.50
Forrest, Jonathan	Call with B. Collins, S. Tarrant, J. Lowry, T. Savage, B. Baily, and M. Schreiber (all Deloitte) regarding potential IRC Section 382 ownership changes and upper-tier shareholder actions.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Meeting with B. Collins, W. Pauls, B. Baily, and M. Schreiber (all Deloitte) to discuss estimates of the tax implications of the Sears Reinsurance transaction.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Forrest, Jonathan	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Collins, M. Schreiber (all Deloitte) and Y. Reich (Cleary) to discuss status of various deliverables and timing of next meeting.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Meeting with B. Collins and M. Schreiber (both Deloitte) to discuss drafting an information request regarding whether the ESL waiver should be granted.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, S. Tarrant, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss the treatment of net operating losses in the restructuring transaction.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, T. Hermanson, B. Collins, W. Pauls, B. Baily, M. Schreiber (all Deloitte), and Sears tax team regarding Sears Reinsurance transaction.	\$975.00	0.9	\$877.50
Hermanson, Tom	Call with J. Allegretti, E. Tzavelis, M. Butler, S. Fielding (all Deloitte), S. Goldring and M. Hoenig (both Weil) to discuss the structure and timing of certain aspects of the Sears emergence transaction.	\$850.00	0.6	\$510.00
Hermanson, Tom	Meeting with J. Allegretti, M. Butler, E. Tzavelis, and S. Fielding (all Deloitte) to discuss possible rejection of tax sharing agreement and timing of Kmart liquidation.	\$850.00	2.5	\$2,125.00
Hermanson, Tom	Call with E. Tzavelis, S. Fielding, J. Forrest, B. Collins, W. Pauls, B. Baily, M. Schreiber (all Deloitte), and Sears tax team regarding Sears Reinsurance transaction.	\$850.00	0.9	\$765.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Hermanson, Tom	Call with J. Allegretti, E. Tzavelis, S. Fielding, M. Butler, B. Baily, S. Tarrant, J. Forrest, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transaction.	\$850.00	1.0	\$850.00
Lowry, Jamie	Follow-up call with T. Savage (Deloitte) to summarize call with Weil and discuss next steps with respect to stock basis and IRC Section 382 analyses.	\$595.00	0.5	\$297.50
Lowry, Jamie	Call with B. Collins, J. Forrest, S. Tarrant, T. Savage, B. Baily, and M. Schreiber (all Deloitte) regarding potential IRC Section 382 ownership changes and upper-tier shareholder actions.	\$595.00	0.3	\$178.50
Lowry, Jamie	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Baily, S. Tarrant, J. Forrest, B. Collins, M. Schreiber, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transactio	\$595.00	1.0	\$595.00
Pauls, William	Prepare for teleconference with Sears tax department reagrdng the Sears reinsurance transaction.	\$975.00	1.3	\$1,267.50
Pauls, William	Meeting with J. Forrest, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss estimates of the tax implications of the Sears Reinsurance transaction.	\$975.00	0.4	\$390.00
Pauls, William	Complete updated draft of indicative model for Sears Reinsurance transaction.	\$975.00	2.5	\$2,437.50
Pauls, William	Call with E. Tzavelis, S. Fielding, T. Hermanson, J. Forrest, B. Collins, B. Baily, M. Schreiber (all Deloitte), and Sears tax team regarding Sears Reinsurance transaction.	\$975.00	0.9	\$877.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Paxton, Michael	Review methodology for allocating updated state net operating losses for the period ended 2/3/2019.	\$725.00	0.3	\$217.50
Savage, Tara	Follow-up call with J. Lowry (Deloitte) to summarize call with Weil and discuss next steps with respect to stock basis and IRC Section 382 analyses.	\$725.00	0.5	\$362.50
Savage, Tara	Research application of IRC Section 382 to proposed ESL transactions.	\$725.00	1.0	\$725.00
Schreiber, Mendy	Meeting with J. Forrest, B. Collins, W. Pauls, and B. Baily (all Deloitte) to discuss estimates of the tax implications of the Sears Reinsurance transaction.	\$450.00	0.4	\$180.00
Schreiber, Mendy	Meeting with J. Forrest and B. Collins (both Deloitte) to discuss drafting an information request regarding whether the ESL waiver should be granted.	\$450.00	0.8	\$360.00
Schreiber, Mendy	Draft IRC Section 382 information request to be delivered to ESL.	\$450.00	1.4	\$630.00
Schreiber, Mendy	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Collins, J. Forrest (all Deloitte) and Y. Reich (Cleary) to discuss status of various deliverables and timing of next meeting.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with B. Collins, J. Forrest, S. Tarrant, J. Lowry, T. Savage, and B. Baily (all Deloitte) regarding potential IRC Section 382 ownership changes and upper-tier shareholder actions.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Review ESL's organizational chart.	\$450.00	0.2	\$90.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, T. Hermanson, J. Forrest, B. Collins, W. Pauls, B. Baily (all Deloitte), and Sears tax team regarding Sears Reinsurance transaction.	\$450.00	0.9	\$405.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/05/2019				
Schreiber, Mendy	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Baily, S. Tarrant, J. Forrest, B. Collins, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transaction.	\$450.00	1.0	\$450.00
Tarrant, Steve	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, M. Butler, B. Baily, J. Forrest, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transaction.	\$850.00	1.0	\$850.00
Tarrant, Steve	Analyze facts and tax analysis for IRC Section 382 purposes related to the request to distribute shares from ESL entities	\$850.00	0.7	\$595.00
Tarrant, Steve	Call with B. Collins, J. Forrest, J. Lowry, T. Savage, B. Baily, and M. Schreiber (all Deloitte) regarding potential IRC Section 382 ownership changes and upper-tier shareholder actions.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, T. Hermanson and S. Fielding (all Deloitte) to discuss possible rejection of tax sharing agreement and timing of Kmart liquidation.	\$850.00	2.5	\$2,125.00
Tzavelis, Elias	Meeting with J. Allegretti, S. Fielding, and M. Butler (all Deloitte) regarding timing of the liquidation and worthless stock deduction for Kmart.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with S. Fielding, B. Collins, J. Forrest, S. Tarrant, J. Lowry, T. Savage, and M. Schreiber (all Deloitte) and Weil tax team regarding potential IRC Section 382 ownership changes and upper-tier shareholder actions.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
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Tax Restructuring Services

03/05/2019

Tzavelis, Elias	Call with J. Allegretti, T. Hermanson, M. Butler, S. Fielding (all Deloitte), S. Goldring and M. Hoenig (both Weil) to discuss the structure and timing of certain aspects of the Sears emergence transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti, T. Hermanson, S. Fielding, M. Butler, B. Collins, J. Forrest, M. Schreiber (all Deloitte) and Y. Reich (Cleary) to discuss status of various deliverables and timing of next meeting.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, T. Hermanson, S. Fielding, M. Butler, B. Baily, S. Tarrant, J. Forrest, B. Collins, M. Schreiber, J. Lowry, T. Savage (all Deloitte) and Weil tax team to discuss treatment of net operating losses in the restructuring transaction.	\$850.00	1.0	\$850.00

03/06/2019

Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the latest tax basis balance sheet and request from the Sears tax team.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Paxton, J. Espinola, B. Sullivan, S. Fielding, E. Tzavelis (all Deloitte) to discuss the state tax attribute reduction model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Review deferred tax adjustments and comments provided by D. Meyer and C. Olsen (both Sears tax) regarding the same.	\$325.00	3.6	\$1,170.00
Allegretti, Joe	Update tax attribute reduction model for new tax stock basis estimates provided by K. Corrigan (Deloitte).	\$325.00	1.9	\$617.50
Allegretti, Joe	Update tax basis balance sheet to for deferred tax adjustments in accordance with comments from D. Meyer and C. Olsen (both Sears tax).	\$325.00	4.5	\$1,462.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/06/2019				
Baily, Brianna	Review asset purchase agreement for information regarding the timing of post-closing assumptions of leases.	\$595.00	0.4	\$238.00
Baily, Brianna	Search for tax sharing agreement with Lands End and circulating agreement to Deloitte tax team	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the latest tax basis balance sheet and request from Sears tax team.	\$595.00	0.5	\$297.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, T. Hermanson, S. Fielding, B. Collins, J. Forrest, M. Schreiber (all Deloitte) and Y. Reich (Cleary) to discuss status of tax analyses and timing of next meeting.	\$595.00	0.5	\$297.50
Butler, Mike	Review updated tax basis balance sheets compiled by legal entity.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review updates to tax attribute reduction model for new balances as of 2/3/19.	\$595.00	2.9	\$1,725.50
Corrigan, Kevin	Continue to update tax stock basis estimates for new tax basis balance sheets and intercompany balance amounts.	\$595.00	3.9	\$2,320.50
Corrigan, Kevin	Update tax stock basis estimates for new tax basis balance sheets and intercompany balance amounts.	\$595.00	3.1	\$1,844.50
Espinola, Jonathan	Call with M. Paxton, B. Sullivan, S. Fielding, E. Tzavelis, and J. Allegretti (all Deloitte) to discuss the state tax attribute reduction model.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Review transform entity organizational chart and timeline prior to call regarding net operating loss order waiver request.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with M. Paxton, B. Sullivan, E. Tzavelis, S. Fielding, M. Butler (all Deloitte) and Sears tax team to discuss status of transaction structure and tax attribute models.	\$595.00	1.3	\$773.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/06/2019				
Fielding, Stephen	Call with M. Paxton, J. Espinola, B. Sullivan, E. Tzavelis, M. Butler (all Deloitte), R. Boyle, L. Meerschaert, D. Meyer, C. Olsen and K. Lejkowski (all Sears) regarding acquisition structure and timeline.	\$595.00	1.3	\$773.50
Fielding, Stephen	Call with M. Paxton, J. Espinola, B. Sullivan, S. Fielding, E. Tzavelis, and J. Allegretti (all Deloitte) to discuss the state tax attribute reduction model.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review tax issues related to waiver of net operating loss motion.	\$975.00	0.2	\$195.00
Forrest, Jonathan	Review issues related to contract designations and timing of reorganization transactions.	\$975.00	1.1	\$1,072.50
Paxton, Michael	Review updates to net operating loss allocations in state tax attribute reduction model.	\$725.00	2.2	\$1,595.00
Paxton, Michael	Call with J. Espinola, B. Sullivan, E. Tzavelis, S. Fielding, M. Butler (all Deloitte), R. Boyle, L. Meerschaert, D. Meyer, C. Olsen and K. Lejkowski (all Sears) regarding acquisition structure and timeline.	\$725.00	1.3	\$942.50
Paxton, Michael	Call with J. Espinola, B. Sullivan, S. Fielding, E. Tzavelis, and J. Allegretti (all Deloitte) to discuss the state tax attribute reduction model.	\$725.00	0.8	\$580.00
Schreiber, Mendy	Review asset purchase agreement for provisions addressing the delayed transfer of contracts and leases to Transform Holdco.	\$450.00	1.5	\$675.00
Sullivan, Brian	Review updated state tax attribute reduction model for new balances as of 2/3/19.	\$850.00	2.1	\$1,785.00
Sullivan, Brian	Call with M. Paxton, J. Espinola, S. Fielding, E. Tzavelis, and J. Allegretti (all Deloitte) to discuss the state tax attribute reduction model.	\$850.00	0.8	\$680.00

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Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/06/2019				
Sullivan, Brian	Call with M. Paxton, J. Espinola, E. Tzavelis, S. Fielding, M. Butler (all Deloitte), R. Boyle, L. Meerschaert, D. Meyer, C. Olsen and K. Lejkowski (all Sears) regarding acquisition structure and timeline	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Call with M. Paxton, J. Espinola, B. Sullivan, M. Butler, S. Fielding, and J. Allegretti (all Deloitte) to discuss the state tax attribute reduction model.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with M. Paxton, J. Espinola, B. Sullivan, S. Fielding, M. Butler (all Deloitte), and R. Boyle, L. Meerschaert, D. Meyer, C. Olsen and K. Lejkowski (all Sears) regarding acquisition structure and timeline.	\$850.00	1.3	\$1,105.00
03/07/2019				
Allegretti, Joe	Update the tax attribute reduction model for new tax stock basis estimates.	\$325.00	1.2	\$390.00
Allegretti, Joe	Update the tax attribute reduction model pursuant to comments from S. Fielding (Deloitte).	\$325.00	2.2	\$715.00
Allegretti, Joe	Update the tax basis balance sheet in the tax attribute reduction model for new tax stock basis estimates.	\$325.00	3.8	\$1,235.00
Allegretti, Joe	Call with S. Fielding, M. Butler, S. Tarrant and T. Savage (all Deloitte) to discuss the potential implications of a net unrealized built-in gain or loss on the Sears emergence transaction.	\$325.00	0.2	\$65.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the tax basis balance sheet by entity and draft email correspondence to Sears tax and accounting team with follow-up questions regarding the same.	\$325.00	2.1	\$682.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss and analyze the deferred tax adjustment workbooks.	\$325.00	2.8	\$910.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/07/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding and M. Butler (all Deloitte) to discuss questions raised during review of tax basis balance sheet and tax attribute reduction model.	\$325.00	0.8	\$260.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) discuss the tax basis balance sheet by entity and draft email correspondence to Sears tax and accounting teams with follow-up questions regarding the same.	\$595.00	2.1	\$1,249.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss and analyze the the deferred tax adjustment workbooks.	\$595.00	2.8	\$1,666.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for new tax basis balance sheet and stock basis amounts.	\$595.00	2.2	\$1,309.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, and S. Fielding (all Deloitte) to discuss questions raised during review of tax attribute reduction model and tax basis balance sheet.	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Allegretti, S. Fielding,, S. Tarrant and T. Savage (all Deloitte) to discuss the potential implications of a net unrealized built-in gain or loss on the Sears emergence transaction.	\$595.00	0.2	\$119.00
Chatten, Colin	Review changes to tax attribute reduction model outputs from new tax basis balance sheet and stock basis amounts.	\$325.00	1.2	\$390.00
Collins, Bryan	Review analysis from W. Pauls (Deloitte) related to the Sears Reinsurance transaction.	\$975.00	0.6	\$585.00
Espinola, Jonathan	Call with B. Sullivan, M. Paxton, E. Tzavelis, (all Deloitte), K. Lejkowski and L. Meerschaert (both Sears) to discuss the state tax attribute reduction model.	\$595.00	0.8	\$476.00

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Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/07/2019				
Fielding, Stephen	Call with J. Allegretti, E. Tzavelis and M. Butler (all Deloitte) to discuss questions raised during review of tax basis balance sheet and tax attribute reduction model.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, S. Tarrant and T. Savage (all Deloitte) to discuss the potential implications of a net unrealized built-in gain or loss on the Sears emergence transaction.	\$595.00	0.2	\$119.00
Fielding, Stephen	Provide comments on updated tax attribute reduction model.	\$595.00	2.6	\$1,547.00
Hermanson, Tom	Review issues related to transactions involving Indian subsidiaries.	\$850.00	0.5	\$425.00
Pauls, William	Correspond with C. Olsen (Sears) regarding Sears Reinsurance transaction and respond to the same.	\$975.00	0.2	\$195.00
Pauls, William	Complete updated draft of indicative model for Sears Reinsurance transaction.	\$975.00	0.6	\$585.00
Paxton, Michael	Call with B. Sullivan, J. Espinola, E. Tzavelis (all Deloitte), K. Lejkowski and L. Meerschaert (both Sears) to discuss the state tax attribute reduction model.	\$725.00	0.8	\$580.00
Paxton, Michael	Call with E. Tzavelis and B. Sullivan (both Deloitte) to discuss the state tax attribute reduction model and cancellation of intercompany debt.	\$725.00	0.2	\$145.00
Paxton, Michael	Extract pages from the state tax attribute reduction model to prepare talking points for upcoming call with Sears tax team regarding state tax implications of certain restructuring transactions.	\$725.00	0.3	\$217.50
Savage, Tara	Review email correspondence related to stock trading waiver.	\$725.00	0.2	\$145.00
Sullivan, Brian	Call with M. Paxton, J. Espinola, E. Tzavelis, (all Deloitte), K. Lejkowski and L. Meerschaert (both Sears) to discuss the state tax attribute reduction model.	\$850.00	0.8	\$680.00

Sears Holdings Corporation

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Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/07/2019				
Sullivan, Brian	Call with E. Tzavelis and M. Paxton (both Deloitte) to discuss the state tax attribute reduction model and cancellation of intercompany debt.	\$850.00	0.2	\$170.00
Tarrant, Steve	Call with J. Allegretti, S. Fielding, M. Butler, S. Tarrant and T. Savage (all Deloitte) to discuss the potential implications of a net unrealized built-in gain or loss on the Sears emergence transaction.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with J. Allegretti, S. Fielding and M. Butler (all Deloitte) to discuss questions raised during review of tax basis balance sheet and tax attribute reduction model.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with B. Sullivan, M. Paxton, J. Espinola (all Deloitte), K. Lejkowski and L. Meerschaert (both Deloitte) to discuss the state tax attribute reduction model.	\$850.00	0.8	\$680.00
03/08/2019				
Allegretti, Joe	Asses whether the tax attribute reduction model is reflecting updates made to book and tax basis balance sheets.	\$325.00	1.6	\$520.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, B. Baily, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$325.00	2.1	\$682.50
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss adjustments to the tax basis balance sheet.	\$325.00	0.8	\$260.00
Allegretti, Joe	Continue applying the Company's adjustments to the tax basis balance sheet.	\$325.00	2.3	\$747.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/08/2019				
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, M. Browning (all Deloitte) and K. Stopen (Sears tax team) to discuss adjustments to the book balance sheet.	\$325.00	0.9	\$292.50
Atwal, Justin	Perform data entry for stock basis analysis.	\$325.00	0.9	\$292.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model	\$595.00	2.1	\$1,249.50
Browning, Maria	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, (all Deloitte) and K. Stopen (Sears tax team) to discuss adjustments to the book balance sheet.	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$450.00	2.1	\$945.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax attribute reduction model.	\$450.00	0.5	\$225.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, M. Browning (all Deloitte) and K. Stopen (Sears tax team) to discuss adjustments to the book balance sheet.	\$595.00	0.9	\$535.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss adjustments to the tax basis balance sheet.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, B. Baily, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$595.00	2.1	\$1,249.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/08/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding tax attribute reduction model.	\$595.00	0.5	\$297.50
Butler, Mike	Review intercompany notes by legal entity in the tax basis balance sheet.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Review intercompany notes and deferred tax adjustments in tax basis balance sheet.	\$325.00	1.9	\$617.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$325.00	2.1	\$682.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding tax attribute reduction model.	\$325.00	0.5	\$162.50
Collins, Bryan	Research historical application of IRC Section 936 to certain Sears subsidiary.	\$975.00	0.7	\$682.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Baily, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$975.00	2.1	\$2,047.50
Collins, Bryan	Discuss application of IRC Section 936 with H. Cohen (Deloitte).	\$975.00	0.2	\$195.00
Corrigan, Kevin	Reconcile differences between inside asset basis and tax stock basis.	\$595.00	2.0	\$1,190.00
Corrigan, Kevin	Update tax stock basis estimates for new tax basis balance sheets and intercompany amounts.	\$595.00	2.1	\$1,249.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/08/2019				
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, and (partial) J. Forrest regarding stock basis study and tax attribute reduction model.	\$595.00	1.5	\$892.50
Fielding, Stephen	Comment on updated tax basis balance sheet for FY2018.	\$595.00	1.5	\$892.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Browning (all Deloitte) and K. Stopen (Sears tax team) to discuss adjustments to the book balance sheet.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax attribute reduction model.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Assess impact of updated tax basis balance sheet amounts on tax attribute reduction model outputs.	\$975.00	1.3	\$1,267.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$450.00	2.1	\$945.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning (all Deloitte) and K. Stopen (Sears tax team) to discuss adjustments to the book balance sheet.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax attribute reduction model.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

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March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/08/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, (partial) J. Forrest, and (partial) K. Corrigan (all Deloitte) regarding stock basis study and tax attribute reduction model.	\$850.00	2.1	\$1,785.00
03/09/2019				
Allegretti, Joe	Continue to update tax basis balance sheet pursuant to updated deferred tax adjustments provided by Company.	\$325.00	1.2	\$390.00
03/10/2019				
Allegretti, Joe	Review adjusted book basis balance sheets to highlight follow-up items and ambiguities to discuss further with the Company.	\$325.00	1.1	\$357.50
03/11/2019				
Allegretti, Joe	Prepare questions and comments on tax basis balance sheet to discuss on upcoming call with Sears tax team.	\$325.00	0.3	\$97.50
Allegretti, Joe	Review the tax attribute reduction model to identify asset and liability balances to discuss on upcoming call with Sears tax team.	\$325.00	0.6	\$195.00
Allegretti, Joe	Draft follow-up requests to Sears tax team related to the tax basis balance sheet.	\$325.00	1.4	\$455.00
Allegretti, Joe	Call with T. Savage, S. Tarrant, J. Forrest, E. Tzavelis and M. Butler (all Deloitte) regarding estimates of potential net unrealized built-in gain and loss.	\$325.00	0.5	\$162.50
Allegretti, Joe	Compare figures used in tax analysis of Sears Reinsurance transaction provided by W. Pauls (Deloitte) to figures depicted on updated balance sheets.	\$325.00	1.1	\$357.50
Allegretti, Joe	Compile intercompany balances and third party debt spreadsheets for IRC Section 382 analysis pursuant to request from S. Tarrant (Deloitte).	\$325.00	0.5	\$162.50

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Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/11/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding tax implications of proposed transactions related to Puerto Rican subsidiaries.	\$325.00	1.2	\$390.00
Atwal, Justin	Revise stock basis report for updated intercompany balances and third party debt provided by J. Allegretti (Deloitte).	\$325.00	1.5	\$487.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of proposed transactions related to Puerto Rican subsidiaries.	\$450.00	1.2	\$540.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$450.00	0.5	\$225.00
Butler, Mike	Update summary explanation of assumptions made in tax attribute reduction for additional assumptions made with respect to updated balance sheet and intercompany balance amounts.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding tax implications of proposed transactions related to Puerto Rican subsidiaries.	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/11/2019				
Butler, Mike	Call with J. Allegretti, T. Savage, S. Tarrant, J. Forrest, and E. Tzavelis (all Deloitte) regarding estimates of potential net unrealized built-in gain and loss.	\$595.00	0.5	\$297.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of proposed transactions related to Puerto Rican subsidiaries.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$325.00	0.5	\$162.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of proposed transactions related to Puerto Rican subsidiaries.	\$595.00	1.2	\$714.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Review updated tax basis balance sheet and intercompany balances.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with J. Allegretti, T. Savage, S. Tarrant, E. Tzavelis and M. Butler (all Deloitte) regarding estimates of potential net unrealized built-in gain and loss.	\$975.00	0.5	\$487.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/11/2019				
Pauls, William	Prepare for call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$975.00	0.5	\$487.50
Pauls, William	Prepare updated indicative model for Sears Reinsurance transactions to circulate with Deloitte tax team.	\$975.00	1.3	\$1,267.50
Pauls, William	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$975.00	0.5	\$487.50
Savage, Tara	Call with J. Allegretti, S. Tarrant, J. Forrest, E. Tzavelis and M. Butler (all Deloitte) regarding estimates of potential net unrealized built-in gain and loss.	\$725.00	0.5	\$362.50
Tarrant, Steve	Call with J. Allegretti, T. Savage, J. Forrest, E. Tzavelis and M. Butler (all Deloitte) regarding estimates of potential net unrealized built-in gain and loss.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and W. Pauls (all Deloitte) regarding tax implications of Sears Reinsurance Company transactions.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding tax implications of proposed transactions related to Puerto Rican subsidiaries.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with J. Allegretti, T. Savage, S. Tarrant, J. Forrest, and M. Butler (all Deloitte) regarding estimates of potential net unrealized built-in gain and loss.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding latest revisions to tax basis balance sheet.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest (all Deloitte), M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding possible rejection of tax sharing agreement.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, H. Cohen, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$325.00	0.5	\$162.50
Allegretti, Joe	Review tax attribute reduction model outputs summarizing the tax implications of alternative restructuring transaction scenarios contemplated by TransformCo with J. Allegretti (Deloitte).	\$325.00	1.4	\$455.00
Allegretti, Joe	Create table of contents and cover page for deliverables summarizing and comparing the tax implications of various proposed restructuring transaction alternatives.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler (all Deloitte) to evaluate tax implications of alternative emergence transaction structures contemplated by TransformCo.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to review tax basis balance sheet in preparation for discussion with Sears tax team.	\$325.00	1.8	\$585.00
Allegretti, Joe	Update tax basis balance sheet pursuant to discussions with Sears tax team.	\$325.00	1.3	\$422.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte), and Sears tax team regarding outstanding items in tax basis balance sheet deliverable.	\$325.00	0.6	\$195.00
Atwal, Justin	Perform adjustments to Sears basis study.	\$325.00	2.5	\$812.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, H. Cohen, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, C. Chatten, and J. Forrest (all Deloitte) regarding application of IRC Section 936 tax credit.	\$450.00	0.2	\$90.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding outstanding items in tax basis balance sheet deliverable.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding possible rejection of tax sharing agreement.	\$450.00	0.3	\$135.00
Browning, Maria	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to evaluate tax implications of alternative emergence transaction structures contemplated by TransformCo.	\$450.00	0.4	\$180.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti (all Deloitte), and Sears tax team regarding outstanding items in tax basis balance sheet deliverable.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest (all Deloitte), M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding possible rejection of tax sharing agreement.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, , J. Allegretti, J. Forrest, H. Cohen, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding latest revisions to tax basis balance sheet.	\$595.00	0.5	\$297.50
Butler, Mike	Review tax attribute reduction model outputs summarizing the tax implications of alternative restructuring transaction scenarios contemplated by TransformCo with J. Allegretti (Deloitte).	\$595.00	1.4	\$833.00
Butler, Mike	Call with E. Tzavelis, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) to evaluate tax implications of alternative emergence transaction structures contemplated by TransformCo.	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to review tax basis balance sheet in preparation for discussion with Sears tax team.	\$595.00	1.8	\$1,071.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest, H. Cohen, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax basis balance sheet.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, J. Forrest (all Deloitte), M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding possible rejection of tax sharing agreement.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding outstanding items in tax basis balance sheet deliverable.	\$325.00	0.6	\$195.00
Chatten, Colin	Review recent filings in court docket relating to litigation between ESL and Sears.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, M. Browning, and J. Forrest (all Deloitte) regarding application of IRC Section 936 tax credit.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) regarding tax implications of sale of certain Puerto Rican entities.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, M. Browning, M. Butler, and J. Allegretti (all Deloitte) to evaluate tax implications of alternative emergence transaction structures contemplated by TransformCo.	\$325.00	0.4	\$130.00
Cohen, Harrison	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chaten, M. Butler, J. Allegretti, J. Forrest, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$975.00	0.5	\$487.50
Collins, Bryan	Revise deliverable summarizing and explaining key assumptions underlying tax analyses deliverables.	\$975.00	1.6	\$1,560.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, K. Corrigan, H. Cohen (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities	\$595.00	0.5	\$297.50
Corrigan, Kevin	Call with T. Savage and J. Lowry (both Deloitte) regarding stock basis of subsidiaries and treatment of intercompany receivable and payable balances.	\$595.00	0.5	\$297.50
Corrigan, Kevin	Discussion with M. Huston (Deloitte) regarding status of tax stock basis report.	\$595.00	0.4	\$238.00
Corrigan, Kevin	Perform reconciliation between tax stock basis and net inside asset basis.	\$595.00	2.0	\$1,190.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, H. Cohen, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax basis balance sheet.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding possible rejection of tax sharing agreement.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding outstanding items in tax basis balance sheet deliverable.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, H. Cohen, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, (all Deloitte), M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding possible rejection of tax sharing agreement.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Call with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte) regarding application of IRC Section 936 tax credit.	\$975.00	0.2	\$195.00
Huston, Michael	Discussion with K. Corrigan (Deloitte) regarding status of tax stock basis report.	\$850.00	0.4	\$340.00
Lowry, Jamie	Call with S. Tarrant and T. Savage (both Deloitte) regarding impact of cancellation of indebtedness and intercompany balances on net unrealized built-in loss calculations.	\$595.00	0.2	\$119.00
Lowry, Jamie	Call with T. Savage and K. Corrigan (both Deloitte) regarding stock basis of subsidiaries and treatment of intercompany receivable and payable balances.	\$595.00	0.5	\$297.50
Lowry, Jamie	Call with T. Savage (Deloitte) regarding process for obtaining information to be used in net unrealized built-in loss calculations.	\$595.00	0.2	\$119.00
Lowry, Jamie	Draft email correspondence to M. Butler and K. Corrigan (both Deloitte) requesting additional information for net unrealized built-in loss analysis.	\$595.00	0.1	\$59.50
Lowry, Jamie	Review tax basis balance sheet and schedule of intercompany balances provided by M. Butler (Deloitte).	\$595.00	0.8	\$476.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Savage, Tara	Call with K. Corrigan and J. Lowry (both Deloitte) regarding stock basis of subsidiaries and treatment of intercompany receivable and payable balances.	\$725.00	0.5	\$362.50
Savage, Tara	Call with J. Lowry (Deloitte) regarding process for compiling information to be used in net unrealized built-in loss calculations.	\$725.00	0.2	\$145.00
Savage, Tara	Research Treasury Regulation Sections 1.1502-91 and -75 to evaluate affiliation rules for net unrealized built-in gain and loss calculations if an ownership change within the meaning of IRC Section 382 occurs.	\$725.00	1.2	\$870.00
Savage, Tara	Call with S. Tarrant and J. Lowry (both Deloitte) regarding impact of cancellation of indebtedness and intercompany balance on net unrealized built-in loss calculations.	\$725.00	0.2	\$145.00
Tarrant, Steve	Call with T. Savage and J. Lowry (both Deloitte) regarding impact of cancellation of indebtedness and intercompany balances on net unrealized built-in loss calculations.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with M. Browning, C. Chatten, and J. Forrest (all Deloitte) regarding application of IRC Section 936 tax credit.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, H. Cohen, and K. Corrigan (all Deloitte) regarding tax implications of transactions involving certain Puerto Rican entities.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest revisions to tax basis balance sheet.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/12/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding possible rejection of tax sharing agreement.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to evaluate tax implications of alternative emergence transaction structures contemplated by TransformCo.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding outstanding items in tax basis balance sheet deliverable.	\$850.00	0.6	\$510.00
03/13/2019				
Allegretti, Joe	Replace existing stock basis amounts with updated stock basis amounts in the tax attribute reduction model.	\$325.00	2.1	\$682.50
Allegretti, Joe	Call with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) regarding updated stock basis estimates.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to review tax attribute reduction model outputs summarizing the tax implications of restructuring transaction alternatives.	\$325.00	3.0	\$975.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, and K. Corrigan (all Deloitte) to assess magnitude and potential impact of stock basis adjustments.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with K. Corrigan (Deloitte) regarding updated tax basis balance sheet and stock basis amounts.	\$325.00	0.2	\$65.00
Allegretti, Joe	Apply Treasury Regulation Section 1.1502-36(c) calculation to updated stock basis amounts.	\$325.00	1.1	\$357.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/13/2019				
Allegretti, Joe	Reformat tax attribute reduction model outputs to summarize the tax implications of restructuring transaction alternatives.	\$325.00	1.7	\$552.50
Atwal, Justin	Perform adjustments to stock basis pursuant to request from K. Corrigan (Deloitte).	\$325.00	2.5	\$812.50
Baily, Brianna	Review revisions to summary explanation of assumptoins deliverable.	\$595.00	0.2	\$119.00
Baily, Brianna	Review summary explanation of assumptions deliverable.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to review tax attribute reduction model outputs summarizing the tax implications of restructuring transaction alternatives.	\$595.00	3.0	\$1,785.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding and K. Corrigan (all Deloitte) to assess potential impact and magnitude of stock basis adjustments.	\$595.00	0.6	\$357.00
Butler, Mike	Call with J. Allegretti, S. Fielding and E. Tzavelis (all Deloitte) regarding updated stock basis estimates.	\$595.00	0.5	\$297.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and T. Hermanson (all Deloitte), M. Hoenig and E. Remijan (both Weil), L. Meerschaert (Sears), and M. Korycki (M-III) regarding advisor fees.	\$325.00	0.5	\$162.50
Chatten, Colin	Review tax attribute reduction model, tax basis balance sheet, stock basis, and intercompany balances deliverables with E. Tzavelis and S. Fielding (both Deloitte).	\$325.00	2.3	\$747.50
Collins, Bryan	Revise summary explanation of assumptions deliverable.	\$975.00	1.6	\$1,560.00
Collins, Bryan	Call with J. Allegretti, E. Tzavelis, J. Forrest, K. Corrigan, M. Butler, and M. Huston (all Deloitte) to discuss the impact of the outside stock basis amounts at certain entities.	\$975.00	0.6	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/13/2019				
Corrigan, Kevin	Extract schedule of net positive adjustments from stock basis software.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Call with J. Allegretti, M. Butler, E. Tzavelis, and S. Fielding (all Deloitte) to assess magnitude and potential impact of stock basis adjustments.	\$595.00	0.6	\$357.00
Corrigan, Kevin	Call with J. Allegretti (Deloitte) regarding updated tax basis balance sheet and stock basis amounts	\$595.00	0.2	\$119.00
Corrigan, Kevin	Update net positive adjustment amounts in stock basis report.	\$595.00	2.1	\$1,249.50
Corrigan, Kevin	Perform reconciliation between tax stock basis and net inside asset basis.	\$595.00	2.4	\$1,428.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) regarding updated stock basis estimates.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, and K. Corrigan (all Deloitte) to assess magnitude and potential impact of stock basis adjustments.	\$595.00	0.6	\$357.00
Fielding, Stephen	Review tax attribute reduction model, tax basis balance sheet, stock basis, and intercompany balances deliverables with E. Tzavelis and C. Chatten (both Deloitte).	\$595.00	2.3	\$1,368.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, and T. Hermanson (all Deloitte), M. Hoenig and E. Remijan (both Weil), L. Meerschaert (Sears), and M. Korycki (M-III) regarding advisor fees.	\$595.00	0.5	\$297.50
Hermanson, Tom	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte), M. Hoenig and E. Remijan (both Weil), L. Meerschaert (Sears), and M. Korycki (M-III) regarding advisor fees.	\$850.00	0.5	\$425.00
Lowry, Jamie	Call with T. Savage (Deloitte) regarding preliminary findings in net unrealized built-in gain and loss calculations.	\$595.00	1.2	\$714.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/13/2019				
Pauls, William	Review tax attribute reduction model output deliverable, summary explanation of assumptions deliverable, and email correspondence regarding the same.	\$975.00	1.5	\$1,462.50
Savage, Tara	Call with J. Lowry (Deloitte) regarding preliminary findings in net unrealized built-in gain and loss calculations.	\$725.00	1.0	\$725.00
Tzavelis, Elias	Review tax attribute reduction model, tax basis balance sheet, stock basis, and intercompany balances deliverables with S. Fielding and C. Chatten (both Deloitte).	\$850.00	2.3	\$1,955.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and T. Hermanson (all Deloitte), M. Hoenig and E. Remijan (both Weil), L. Meerschaert (Sears), and M. Korycki (M-III) regarding advisor fees.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding and K. Corrigan (all Deloitte) to asses magnitude and potential impact of stock basis adjustments.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) regarding updated stock basis estimates	\$850.00	0.5	\$425.00
03/14/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and (partial) J. Forrest (all Deloitte) regarding application of Treas. Reg. 1.1502-36 to tax attribute reduction model.	\$325.00	1.1	\$357.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$325.00	1.3	\$422.50
Allegretti, Joe	Call with E. Tzavelis, J. Forrest, B. Collins, K. Corrigan, M. Butler and M. Huston (all Deloitte) to discuss impact of outside stock basis amounts at certain entities.	\$325.00	0.6	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/14/2019				
Allegretti, Joe	Discuss the Treas. Reg. Section 1.1502-36(c) calculation in the tax attribute reduction model with M. Butler (Deloitte).	\$325.00	2.5	\$812.50
Allegretti, Joe	Call with M. Butler and J. Forrest (both Deloitte) to discuss the mechanics of Treas. Reg. Section 1.1502-36(c) and its application in the tax attribute reduction model.	\$325.00	0.5	\$162.50
Allegretti, Joe	Update the Treasury Regulation Section 1.1502-36(c) calculation in the tax attribute reduction model in accordance with comments from earlier discussions.	\$325.00	2.3	\$747.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$450.00	1.3	\$585.00
Browning, Maria	Call with B. Collins, E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$450.00	0.4	\$180.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, J. Forrest, B. Collins, K. Corrigan, and M. Huston (all Deloitte) to discuss impact of outside stock basis amounts at certain entities	\$595.00	0.6	\$357.00
Butler, Mike	Discuss Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model with J. Allegretti (Deloitte).	\$595.00	2.5	\$1,487.50
Butler, Mike	Call with J. Allegretti and J. Forrest (both Deloitte) to discuss the mechanics of Treas. Reg. Section 1.1502-36(c) and its application in the tax attribute reduction model.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/14/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$595.00	1.3	\$773.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and (partial) J. Forrest (all Deloitte) regarding application of Treas. Reg. Section 1.1502-36 to tax attribute reduction model.	\$595.00	1.1	\$654.50
Butler, Mike	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, C. Chatten, J. Allegretti, J. Forrest, K. Corrigan, and M. Huston (all Deloitte), and Weil tax team to prepare for call with Cleary & PwC regarding tax analyses.	\$595.00	0.5	\$297.50
Chatten, Colin	Revise emergence transaction timeline and tax attribute reduction model outputs with E. Tzavelis (Deloitte).	\$325.00	1.4	\$455.00
Chatten, Colin	Revise emergence transaction timeline and tax attribute reduction model outputs with E. Tzavelis and S. Fielding (both Deloitte).	\$325.00	1.9	\$617.50
Chatten, Colin	Revise emergence transaction timeline deliverable pursuant to comments from internal review.	\$325.00	0.8	\$260.00
Chatten, Colin	Review internal comments on document summarizing assumptions in tax attribute reduction model.	\$325.00	1.3	\$422.50
Chatten, Colin	Revise footnotes in tax attribute reduction model output deliverables.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/14/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and (partial) J. Forrest (all Deloitte) regarding application of Treas. Reg. Section 1.1502-36 to tax attribute reduction model.	\$325.00	1.1	\$357.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$325.00	1.3	\$422.50
Chatten, Colin	Call with B. Collins, E. Tzavelis, S. Fielding, M. Browning, and M. Butler (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis (Deloitte), K. Wong, and V. Mahmoudov (both PwC) regarding status and timing of revised tax analyses.	\$325.00	0.2	\$65.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$975.00	0.4	\$390.00
Corrigan, Kevin	Perform reconciliation between tax stock basis and net inside asset basis.	\$595.00	2.3	\$1,368.50
Corrigan, Kevin	Call with J. Allegretti, E. Tzavelis, J. Forrest, B. Collins, M. Butler and M. Huston (all Deloitte) to discuss impact of outside stock basis amounts at certain entities	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and (partial) J. Forrest (all Deloitte) regarding application of Treas. Reg. Section 1.1502-36 to tax attribute reduction model.	\$595.00	1.1	\$654.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/14/2019				
Fielding, Stephen	Call with B. Collins, E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$595.00	1.3	\$773.50
Fielding, Stephen	Revise emergence transaction timeline and tax attribute reduction model outputs with E. Tzavelis and C. Chatten (both Deloitte).	\$595.00	1.9	\$1,130.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding application of Treas. Reg. Section 1.1502-36 to tax attribute reduction model.	\$975.00	0.2	\$195.00
Forrest, Jonathan	Review application of Treas. Reg. Section 1.1502-36 to restructuring transactions.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the mechanics of Treas. Reg. Section 1.1502-36(c) and its application in the tax attribute reduction model.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with J. Allegretti, E. Tzavelis, B. Collins, K. Corrigan, M. Butler and M. Huston (all Deloitte) to discuss impact of outside stock basis amounts at certain entities.	\$975.00	0.6	\$585.00
Hermanson, Tom	Review email correspondence related to potential rejection of tax sharing agreement.	\$850.00	0.6	\$510.00
Huston, Michael	Call with J. Allegretti, E. Tzavelis, J. Forrest, B. Collins, K. Corrigan, and M. Butler (all Deloitte) to discuss impact of outside stock basis amounts at certain entities.	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/14/2019				
Huston, Michael	Review reconciliation of tax stock and asset basis.	\$850.00	1.2	\$1,020.00
Pauls, William	Comment on document describing assumptions in tax attribute reduction model.	\$975.00	2.0	\$1,950.00
Tzavelis, Elias	Call with J. Allegretti, J. Forrest, B. Collins, K. Corrigan, M. Butler and M. Huston (all Deloitte) to discuss impact of outside stock basis amounts at certain entities.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Collins, S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and (partial) J. Forrest (all Deloitte) regarding application of Treas. Reg. Section 1.1502-36 to tax attribute reduction model.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding Treas. Reg. Section 1.1502-36(c) calculation in tax attribute reduction model.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Revise emergence transaction timeline and tax attribute reduction model outputs with S. Fielding, and C. Chatten (both Deloitte).	\$850.00	1.9	\$1,615.00
Tzavelis, Elias	Revise emergence transaction timeline and tax attribute reduction model outputs with C. Chatten (Deloitte).	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with C. Chatten (Deloitte), K. Wong, and V. Mahmoudov (both PwC) regarding status and timing of revised tax analyses.	\$850.00	0.2	\$170.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/15/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding follow-up items related to tax structuring from call with Cleary and PwC.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest, K. Corrigan, M. Huston (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare tax implications of alternative restructuring transaction scenarios under contemplati	\$325.00	1.5	\$487.50
Allegretti, Joe	Call with M. Paxton, J. Espinola, E. Tzavelis and M. Butler (all Deloittee) to discuss the revised federal tax attribute reduction model.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, M. Butler, J. Forrest, K. Corrigan, and M. Huston (all Deloitte), and Weil tax team to prepare for tax structuring call with Cleary & PwC.	\$325.00	0.5	\$162.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, K. Corrigan, M. Huston (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare the tax implications of alternative restructuring transaction scenarios under con	\$595.00	1.5	\$892.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding follow-up items related to tax structuring from call with Cleary and PwC	\$595.00	0.3	\$178.50
Butler, Mike	Review federal tax attribute reduction model tax model for additional alternative emergence transaction structure scenarios contemplated by ESL.	\$595.00	2.8	\$1,666.00
Butler, Mike	Review revised federal tax attribute reduction model to assess impact of new stock basis numbers.	\$595.00	2.9	\$1,725.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/15/2019				
Chatten, Colin	Call with E. Tzavelis, M. Butler, J. Allegretti, J. Forrest, K. Corrigan, and M. Huston (all Deloitte), and Weil tax team to prepare for tax structuring call with Cleary & PwC.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti (all Deloitte) regarding follow-up items related to tax structuring from call with Cleary and PwC.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, K. Corrigan, M. Huston (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare tax implications of alternative restructuring transaction scenarios under contempl	\$325.00	1.5	\$487.50
Corrigan, Kevin	Discuss tax stock basis study with M. Huston (Deloitte).	\$595.00	0.8	\$476.00
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, M. Huston (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare tax implications of alternative restructuring scenarios under contemplation.	\$595.00	1.5	\$892.50
Corrigan, Kevin	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and M. Huston (all Deloitte), and Weil tax team to prepare for tax structuring call with Cleary & PwC	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state tax attribute reduction model updates.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton, E. Tzavelis, J. Allegretti, and M. Butler (all Deloitte) to discuss the revised federal tax attribute reduction model.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/15/2019				
Espinola, Jonathan	Draft email correspondence to M. Butler and J. Allegretti (both Deloitte) regarding the updated federal tax attribute reduction model.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, K. Corrigan, M. Huston (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare the tax implications of alternative restructuring transaction scenarios under conte	\$595.00	1.5	\$892.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, J. Forrest, M. Butler, J. Allegretti, K. Corrigan, and M. Huston (all Deloitte), and Weil tax team to prepare for tax structuring call with Cleary & PwC.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti (all Deloitte) regarding follow-up items related to tax structuring from call with Cleary and PwC.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Research technical issues raised in earlier discussions with Cleary and PwC related to stock basis study and application of consolidated tax return regulations to emergence transaction.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, K. Corrigan, and M. Huston (all Deloitte), and Weil tax team to prepare for tax structuring call with Cleary & PwC.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, K. Corrigan, M. Huston (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare tax implications of alternative restructuring transaction scenarios under contempl	\$975.00	1.5	\$1,462.50
Huston, Michael	Discuss tax stock basis study with K. Corrigan (Deloitte).	\$850.00	0.8	\$680.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/15/2019				
Huston, Michael	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, K. Corrigan (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare the tax implications of alternative restructuring transaction scenarios under con	\$850.00	1.5	\$1,275.00
Huston, Michael	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, K. Corrigan, (all Deloitte), and Weil tax team to prepare for tax structuring call with Cleary & PwC.	\$850.00	0.5	\$425.00
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state tax attribute reduction model updates	\$725.00	0.5	\$362.50
Paxton, Michael	Call with J. Espinola, E. Tzavelis, J. Allegretti, and M. Butler (all Deloitte) to discuss the revised federal tax attribute reduction model.	\$725.00	0.3	\$217.50
Tzavelis, Elias	Call with C. Chatten, M. Butler, J. Allegretti, J. Forrest, K. Corrigan, and M. Huston (all Deloitte), and Weil tax team to prepare for tax structuring call with Cleary & PwC.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte) regarding follow-up items from call with Cleary and PwC.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with M. Paxton, J. Espinola, J. Allegretti, and M. Butler (all Deloitte) to discuss the revised federal tax attribute reduction model.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, K. Corrigan, M. Huston (Deloitte), Weil tax team, Cleary tax team, and PwC to evaluate and compare tax implications of alternative restructuring transaction scenarios under contempla	\$850.00	1.5	\$1,275.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/17/2019				
Espinola, Jonathan	Revise state tax attribute reduction model.	\$595.00	1.0	\$595.00
03/18/2019				
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, S. Fielding, M. Browning and K. Corrigan (all Deloitte) to discuss the updated Treas. Reg. Section 1.1502-32 calculation and its impact excess loss accounts.	\$325.00	1.0	\$325.00
Allegretti, Joe	Update footnotes in the tax attribute reduction model for new assumptions proposed by TransformCo.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$325.00	1.3	\$422.50
Allegretti, Joe	Update the tax attribute reduction model deliverables for the revised Treas. Reg. Section 1.1502-32 calculation and corresponding net positive adjustments.	\$325.00	1.1	\$357.50
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, S. Fielding and M. Browning (all Deloitte) to discuss approach for updating the Treas. Reg. Section 1.1502-36(c) calculation for updated stock basis numbers proposed by TransformCo.	\$325.00	0.9	\$292.50
Atwal, Justin	Perform data entry for stock basis report.	\$325.00	3.5	\$1,137.50
Baily, Brianna	Review correspondence related to transfer of benefits and burdens in asset purchase agreement	\$595.00	0.8	\$476.00
Baily, Brianna	Review balance sheet components of Sears Reinsurance Company and related calculations.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/18/2019				
Baily, Brianna	Call with B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to assess the assumptions underlying stock basis estimates.	\$595.00	0.2	\$119.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$595.00	1.3	\$773.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$450.00	1.3	\$585.00
Browning, Maria	Meeting with M. Butler, J. Allegretti, E. Tzavelis, S. Fielding, and K. Corrigan (all Deloitte) to discuss the updated Treas. Reg. Section 1.1502-32 calculation and its impact on excess loss accounts.	\$450.00	1.0	\$450.00
Browning, Maria	Meeting with J. Allegretti, M. Butler, E. Tzavelis, and S. Fielding (all Deloitte) to discuss approach for updating the Treas. Reg. Section 1.1502-36(c) calculation for updated stock basis numbers proposed by TransformCo.	\$450.00	0.9	\$405.00
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis, S. Fielding, M. Browning and K. Corrigan (all Deloitte) to discuss the updated Treas. Reg. Section 1.1502-32 calculation and its impact on excess loss accounts.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/18/2019				
Butler, Mike	Meeting with J. Allegretti E. Tzavelis, S. Fielding and M. Browning (all Deloitte) to discuss approach for updating the Treas. Reg. Section 1.1502-36(c) calculation for updated stock basis numbers proposed by TransformCo.	\$595.00	0.9	\$535.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$325.00	1.3	\$422.50
Collins, Bryan	Call with J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess the assumptions underlying stock basis estimates.	\$975.00	0.2	\$195.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, J. Forrest, B. Baily, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$975.00	1.3	\$1,267.50
Corrigan, Kevin	Meeting with M. Butler, J. Allegretti, E. Tzavelis, S. Fielding, and M. Browning (all Deloitte) to discuss the updated Traes. Reg. Section Section 1.1502-32 calculation and its impact on excess loss accounts.	\$595.00	1.0	\$595.00
Corrigan, Kevin	Analyze information provided by Company to reconcile calculated tax basis to inside asset basis.	\$595.00	7.2	\$4,284.00
Espinola, Jonathan	Make additional revisions to state tax attribute reduction model that corresponding to recent updates to federal model.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/18/2019				
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$595.00	1.3	\$773.50
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, E. Tzavelis, and M. Browning (all Deloitte) to discuss approach for updating the Treas. Reg. Section 1.1502-36(c) calculation for updated stock basis numbers proposed by TransformCo.	\$595.00	0.9	\$535.50
Fielding, Stephen	Meeting with M. Butler, J. Allegretti, E. Tzavelis, M. Browning and K. Corrigan (all Deloitte) to discuss the updated Treas. Reg. Section 1.1502-32 calculation and its impact on excess loss accounts.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, B. Baily, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Review potential application of the loss disallowance rules to worthless stock deduction	\$975.00	0.9	\$877.50
Forrest, Jonathan	Call with B. Collins, B. Baily, and M. Schreiber (all Deloitte) to assess the assumptions underlying stock basis estimates.	\$975.00	0.2	\$195.00
Lowry, Jamie	Research related to the application of Treas. Reg. Section 1.1502-91 to net unrealized built-in gain and loss calculations.	\$595.00	0.4	\$238.00
Lowry, Jamie	Call with T. Savage (Deloitte) to discuss application of Prop. Reg. Section 1.1502-91(g)(7).	\$595.00	0.7	\$416.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/18/2019				
Savage, Tara	Call with J. Lowry (Deloitte) to discuss application of Prop. Reg. Section 1.1502-91(g)(7).	\$725.00	0.7	\$507.50
Savage, Tara	Reconsider application Treas. Reg. Sections 1.1502-91(g) and -91(g)(7) to RemainCo during the time period subsequent to the IRC Section 368(a)(1)(G) reorganization transactions and asset sales.	\$725.00	1.3	\$942.50
Schreiber, Mendy	Call with B. Collins, J. Forrest, and B. Baily (all Deloitte) to assess the assumptions underlying stock basis estimates.	\$450.00	0.2	\$90.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$450.00	1.3	\$585.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber (all Deloitte) and Weil tax team regarding stock basis estimates and tax implications of proposed emergence transaction structure.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, S. Fielding and M. Browning (all Deloitte) to discuss approach for updating the Treas. Reg. Section 1.1502-36(c) calculation for updated stock basis numbers proposed by TransformCo.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Meeting with M. Butler, J. Allegretti, S. Fielding, M. Browning and K. Corrigan (all Deloitte) to discuss the updated Treas. Reg. Section 1.1502-32 calculation and its impact on excess loss accounts.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/19/2019				
Allegretti, Joe	Meeting with M. Butler, M. Browning, S. Fielding and E. Tzavelis (all Deloitte) to discuss procedures for completing additional requests made by PwC and Cleary.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss updates in the tax attribute reduction model related to Sears Brans Business Unit Corporation, Sears Roebuck de Puerto Rico and Sears Financial.	\$325.00	2.3	\$747.50
Allegretti, Joe	Meeting with M. Butler and E. Tzavelis (both Deloitte) to plan talking points related to the updated Treas. Reg. Section 1.1502-32 analysis.	\$325.00	0.2	\$65.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to review updates in the tax attribute reduction model related to Sears Brands Business Unit Corporation, Sears Roebuck de Puerto Rico and Sears Financial.	\$325.00	2.2	\$715.00
Allegretti, Joe	Call with M. Butler, S. Fielding, K. Corrigan and E. Tzavelis (all Deloitte) to discuss process and timing for receiving the updated Treas. Reg. Section 1.1502-32	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler, M. Browning, J. Forrest and E. Tzavelis (all Deloitte) to discuss impact of the updated Treas. Reg. Section 1.1502-32 on excess loss accounts.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to analyze the Treas. Reg. Section 1.1502-36(c) calculations using the stock basis numbers from the updated Treas. Reg. Section 1.1502-32 analysis.	\$325.00	3.0	\$975.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/19/2019				
Allegretti, Joe	Call with M. Butler, M. Browning, J. Forrest, E. Tzavelis, D. Hoffman, S. Fielding, B. Collins (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis.	\$325.00	1.9	\$617.50
Atwal, Justin	Perform data input for stock basis report.	\$325.00	2.8	\$910.00
Baily, Brianna	Review asset purchase agreements for language related to transfer of benefits and burdens of leased property.	\$595.00	0.4	\$238.00
Browning, Maria	Meeting with J. Allegretti, M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss procedures for completing additional requests made by PwC and Cleary.	\$450.00	0.4	\$180.00
Browning, Maria	Call with J. Allegretti, M. Butler, J. Forrest and E. Tzavelis (all Deloitte) to discuss impact of the updated Treas. Reg. Section 1.1502-32 analysis on excess loss accounts	\$450.00	0.4	\$180.00
Browning, Maria	Call with J. Allegretti, M. Butler, J. Forrest, E. Tzavelis, D. Hoffman, S. Fielding, B. Collins (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis	\$450.00	1.9	\$855.00
Butler, Mike	Call with J. Allegretti, M. Browning, J. Forrest and E. Tzavelis (all Deloitte) to discuss impact of the updated Treas. Reg. Section 1.1502-32 analysis on excess loss accounts	\$595.00	0.4	\$238.00
Butler, Mike	Meeting with J. Allegretti, M. Browning, S. Fielding and E. Tzavelis (all Deloitte) to discuss procedures for completing additional requests made by PwC and Cleary.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/19/2019				
Butler, Mike	Meeting with J. Allegretti, S. Fielding and E. Tzavelis (all Deloitte) to discuss updates in the tax attribute reduction model related to Sears Brands Business Unit Corporation, Sears Roebuck de Puerto Rico and Sears Financial.	\$595.00	2.3	\$1,368.50
Butler, Mike	Meeting with J. Allegretti and E. Tzavelis (both Deloitte) to plan talking points related to the updated Treas. Reg. Section 1.1502-32 analysis.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to analyze the Treas. Reg. Section 1.1502-36(c) calculations using the stock basis numbers from the updated Treas. Reg. Section 1.1502-32 analysis.	\$595.00	3.0	\$1,785.00
Butler, Mike	Update the tax attribute model for the triggering of potential excess loss accounts in short period one at Sears Brands Business Unit Corporation, Sears Roebuck de Puerto Rico, and Sears Financial	\$595.00	2.2	\$1,309.00
Butler, Mike	Call with J. Allegretti, M. Browning, J. Forrest, E. Tzavelis, D. Hoffman, S. Fielding, B. Collins (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis.	\$595.00	1.9	\$1,130.50
Collins, Bryan	Call with J. Allegretti, M. Butler, M. Browning, J. Forrest, E. Tzavelis, D. Hoffman, S. Fielding (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis.	\$975.00	1.9	\$1,852.50
Corrigan, Kevin	Continue to review stock basis estimates to reconcile calculated tax basis to inside asset basis.	\$595.00	4.1	\$2,439.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/19/2019				
Corrigan, Kevin	Call with J. Allegretti, M. Butler, S. Fielding, and E. Tzavelis (all Deloitte) to discuss process and timing for receiving the updated Treas. Reg. Section 1.1502-32 analysis.	\$595.00	0.2	\$119.00
Corrigan, Kevin	Reconcile calculated tax basis to inside asset basis.	\$595.00	3.0	\$1,785.00
Corrigan, Kevin	Review capital history of Sears Financial Holdings Corporation.	\$595.00	1.4	\$833.00
Espinola, Jonathan	Update state tax attribute reduction model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, M. Browning, and E. Tzavelis (all Deloitte) to discuss procedures for completing additional requests made by PwC and Cleary.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, K. Corrigan and E. Tzavelis (all Deloitte) process and timing for receiving the updated Treas. Reg. Section 1.1502-32 analysis.	\$595.00	0.2	\$119.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss updates in the tax attribute reduction model related to Sears Brands Business Unit Corporation, Sears Roebuck de Puerto Rico and Sears Financial.	\$595.00	2.3	\$1,368.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, M. Browning, J. Forrest, E. Tzavelis, D. Hoffman, B. Collins (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis.	\$595.00	1.9	\$1,130.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, M. Browning, and E. Tzavelis (all Deloitte) to discuss impact of the updated Treas. Reg. Section 1.1502-32 analysis on excess loss accounts.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/19/2019				
Forrest, Jonathan	Call with J. Allegretti, M. Butler, M. Browning, E. Tzavelis, D. Hoffman, S. Fielding, B. Collins (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis.	\$975.00	1.9	\$1,852.50
Hoffman, David	Call with J. Allegretti, M. Butler, M. Browning, J. Forrest, E. Tzavelis, S. Fielding, B. Collins (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis.	\$850.00	1.3	\$1,105.00
Huston, Michael	Review comparative balance sheets of Sears subsidiaries for purposes of reconciling stock to asset basis.	\$850.00	1.2	\$1,020.00
Lowry, Jamie	Asses whether Treas. Reg. Section 1.1502-91 and related regulations and internal revenue code provisions apply to certain restructuring transactions.	\$595.00	1.1	\$654.50
Lowry, Jamie	Draft summary explanation evaluating the application of Treas. Reg. Section 1.1502-91 and potential application of Prop. Reg. Section 1.1502-91(g)(7) to the net unrealized built-in gain and loss calculations.	\$595.00	1.6	\$952.00
Lowry, Jamie	Read Treas. Reg. Section 1.1502-91 and related regulations for purposes of the net unrealized built-in gain and loss calculations.	\$595.00	2.0	\$1,190.00
Schreiber, Mendy	Review provisions of the asset purchase agreement and occupancy agreements related to transfer of benefits and burdens of owned property.	\$450.00	0.8	\$360.00
Tzavelis, Elias	Meeting with M. Butler and J. Allegretti (both Deloitte) to plan talking points related to the updated Treas. Reg. Section 1.1502-32 analysis.	\$850.00	0.2	\$170.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/19/2019				
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to discuss updates in the tax attribute reduction model related to Sears Brands Business Unit Corporation, Sears Roebuck de Puerto Rico and Sears Financial.	\$850.00	2.3	\$1,955.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, M. Browning, S. Fielding (all Deloitte) to discuss procedures for completing additional requests made by PwC and Cleary.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, and K. Corrigan (all Deloitte) to discuss process and timing for receiving the updated Treas. Reg. Section 1.1502-32 analysis.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, M. Browning, J. Forrest (all Deloitte) to discuss impact of the updated Treas. Reg. Section 1.1502-32 analysis on excess loss accounts.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, M. Browning, J. Forrest, D. Hoffman, S. Fielding, B. Collins (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss the Treas. Reg. Section 1.1502-32 analysis.	\$850.00	1.9	\$1,615.00
03/20/2019				
Allegretti, Joe	Update tax attribute reduction model for taxable Sears Brands transaction as requested by ESL advisors.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock b	\$325.00	1.4	\$455.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/20/2019				
Baily, Brianna	Review asset purchase agreement for provisions related to benefits and burdens of ownership	\$595.00	1.4	\$833.00
Baily, Brianna	Review Sears occupancy agreement for provisions related to benefits and burdens of ownership	\$595.00	0.8	\$476.00
Baily, Brianna	Call with B. Collins and M. Schreiber (both Deloitte) regarding provisions in asset purchase and occupancy agreements related to benefits and burdens of ownership.	\$595.00	0.3	\$178.50
Baily, Brianna	Discussion with M. Schreiber (Deloitte) regarding provision of the asset purchase and occupancy agreements related to benefits and burdens of ownership.	\$595.00	0.9	\$535.50
Baily, Brianna	Draft correspondence to B. Collins and M. Schreiber (both Deloitte) related to benefits and burdens provisions of asset purchase and occupancy agreements.	\$595.00	0.7	\$416.50
Baily, Brianna	Draft correspondence to B. Collins and M. Schreiber (both Deloitte) summarizing provisions related to benefits and burdens in the asset purchase and occupancy agreements.	\$595.00	0.5	\$297.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax st	\$595.00	1.4	\$833.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte), and Sears tax team regarding requests from Cleary for additional information and alternative tax attribute reduction model scenarios.	\$450.00	0.7	\$315.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/20/2019				
Browning, Maria	Discuss requests from Cleary for Treas. Reg. Section 1.1502-32 stock basis adjustments and "tiering up" calculations with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte).	\$450.00	0.9	\$405.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, and M. Butler (all Deloitte) to discuss breakdown of TransformCo and RemainCo assets and inventory method recapture assumptions in tax attribute reduction model calculations.	\$450.00	0.5	\$225.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$450.00	1.4	\$630.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) and Sears tax team regarding requests from Cleary for additional information and alternative tax attribute reduction model scenarios.	\$595.00	0.7	\$416.50
Butler, Mike	Review US federal income tax model for additional scenarios and assumptions requested by ESL.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) to discuss breakdown of TransformCo and RemainCo assets and inventory method recapture assumptions in tax attribute reduction model calculations.	\$595.00	0.5	\$297.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to analyze a technical advice memorandum promulgated by the IRS regarding tax reorganizations under IRC Section 368 (a)(1)(G).	\$595.00	0.1	\$59.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/20/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax st	\$595.00	1.4	\$833.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler (all Deloitte), and Sears tax team regarding requests from Cleary for additional information and alternative tax attribute reduction model scenarios.	\$325.00	0.7	\$227.50
Chatten, Colin	Evaluate the impact of assuming the fair market value of Kmart assets is equal to adjusted tax basis in tax attribute reduction calculations with E. Tzavelis and S. Fielding (both Deloitte).	\$325.00	0.5	\$162.50
Chatten, Colin	Discuss requests from Cleary for Treas. Reg. Section 1.1502-32 stock basis adjustments and "tiering up" calculations with E. Tzavelis, S. Fielding, and M. Browning (all Deloitte).	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, and M. Butler (all Deloitte) to discuss breakdown of TransformCo and RemainCo assets and inventory method recapture assumptions in tax attribute reduction model calculations.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Butler (all Deloitte) to analyze a technical advice memorandum promulgated by the IRS regarding tax reorganizations under IRC Section 368 (a)(1)(G).	\$325.00	0.1	\$32.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/20/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$325.00	1.4	\$455.00
Collins, Bryan	Call with M. Schreiber and B. Baily (both Deloitte) regarding provisions in asset purchase and occupancy agreements related to benefits and burdens of ownership.	\$975.00	0.3	\$292.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$975.00	1.4	\$1,365.00
Corrigan, Kevin	Reconcile calculated tax basis to inside asset basis.	\$595.00	2.6	\$1,547.00
Corrigan, Kevin	Update tax stock basis report in accordance with updated analysis and reconciliation.	\$595.00	3.9	\$2,320.50
Corrigan, Kevin	Continue to reconcile calculated tax basis to inside asset basis.	\$595.00	1.7	\$1,011.50
Corrigan, Kevin	Evaluate impact of assumptions made with respect to the beginning stock basis of Kmart Corporation.	\$595.00	2.7	\$1,606.50
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$595.00	1.4	\$833.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/20/2019				
Espinola, Jonathan	Review email correspondence from M. Butler (Deloitte) regarding excess loss accounts and draft corresponding email to M. Paxton (Deloitte) regarding state tax treatment of such excess loss accounts.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Correspond with M. Butler and S. Fielding (both Deloitte) regarding tax implications of new assumptions proposed by ESL related to Kmart, Sears Reinsurance, and Sears Brands Business Unit.	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler (all Deloitte), and Sears tax team regarding requests from Cleary for additional information and alternative tax attribute reduction model scenarios.	\$595.00	0.7	\$416.50
Fielding, Stephen	Discuss requests from Cleary for Treas. Reg. Section 1.1502-32 stock basis adjustments and "tiering up" calculations with E. Tzavelis, M. Browning, and C. Chatten (all Deloitte).	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$595.00	1.4	\$833.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, and M. Butler (all Deloitte) to analyze a technical advice memorandum promulgated by the IRS regarding tax reorganizations under IRC Section 368 (a)(1)(G).	\$595.00	0.1	\$59.50
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss breakdown of TransformCo and RemainCo assets and inventory method recapture assumptions in tax attribute reduction model calculations.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/20/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$975.00	1.4	\$1,365.00
Huston, Michael	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, and K. Corrigan (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax sto	\$850.00	1.4	\$1,190.00
Savage, Tara	Review post-transaction structure for RemainCo for affiliation and triggering events	\$725.00	0.3	\$217.50
Savage, Tara	Continue to review Treas. Reg. Section 1.1502-91(g) application and assess when a redemption under Prop. Reg. Section 1.1502-91(g)(7) is triggered	\$725.00	0.3	\$217.50
Schreiber, Mendy	Review provisions of the asset purchase agreement and occupancy agreement related to benefits and burdens of ownership	\$450.00	1.9	\$855.00
Schreiber, Mendy	Call with B. Collins and B. Baily (both Deloitte) regarding provisions in asset purchase and occupancy agreements related to benefits and burdens of ownership	\$450.00	0.3	\$135.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$450.00	1.4	\$630.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/20/2019				
Schreiber, Mendy	Discussion with B. Baily (Deloitte) regarding provisions of the asset purchase and occupancy agreements related to benefits and burdens of ownership	\$450.00	0.9	\$405.00
Tarrant, Steve	Review net unrealized built-in gain calculation for IRC Section 382.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte), and Sears tax team regarding requests from Cleary for additional information and alternative tax attribute reduction model scenarios.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Evaluate the impact of assuming the fair market value of Kmart assets is equal to adjusted tax basis in tax attribute reduction calculations with S. Fielding and C. Chatten (both Deloitte).	\$850.00	0.5	\$425.00
Tzavelis, Elias	Discuss requests from Cleary for Treas. Reg. Section 1.1502-32 stock basis adjustments and "tiering up" calculations with S. Fielding, M. Browning, and C. Chatten (all Deloitte).	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, and M. Huston (all Deloitte) to discuss request from Cleary for tax attribute reduction calculations assuming tax stock	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and M. Butler (all Deloitte) to analyze a technical advice memorandum promulgated by the IRS regarding tax reorganizations under IRC Section 368 (a)(1)(G).	\$850.00	0.1	\$85.00
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, and M. Butler (all Deloitte) to discuss breakdown of TransformCo and RemainCo assets and inventory method recapture assumptions in tax attribute reduction model calculations.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/21/2019				
Butler, Mike	Compile summary deliverables on tax basis balance sheet incorporating new assumptions and information provided by ESL advisors.	\$595.00	1.9	\$1,130.50
Butler, Mike	Review US federal income tax model for additional scenarios requested by Cleary and PwC.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review updated tax basis balance sheet data	\$595.00	2.1	\$1,249.50
Corrigan, Kevin	Review changes to stock basis estimates resulting from new assumptions requested by Cleary and PwC.	\$595.00	1.0	\$595.00
Hoffman, David	Call with E. Tzavelis (Deloitte) to discuss potential responses to list of tax inquiries from Cleary.	\$850.00	0.5	\$425.00
Lowry, Jamie	Review net unrealized built-in gain and loss calculations.	\$595.00	1.7	\$1,011.50
Lowry, Jamie	Call with T. Savage (Deloitte) to discuss net unrealized built-in gain and loss calculations.	\$595.00	1.5	\$892.50
Lowry, Jamie	Draft correspondence to S. Tarrant (Deloitte) regarding net unrealized built-in gain and loss calculations.	\$595.00	1.9	\$1,130.50
Savage, Tara	Call with J. Lowry (Deloitte) to discuss net unrealized built-in gain and loss calculations.	\$725.00	1.5	\$1,087.50
Savage, Tara	Correspond with J. Lowry (Deloitte) regarding application of Treas. Reg Section 1.1502-91 and potential application of Prop. Reg. Section 1.1502-91(g)(7).	\$725.00	1.0	\$725.00
03/22/2019				
Ahmadi, Cyavash	Call with J. Espinola (Deloitte) regarding research for state tax conformity to Treas. Reg. Section 1.1502-28.	\$450.00	0.4	\$180.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/22/2019				
Allegretti, Joe	Update the tax attribute reduction model pursuant to comments from M. Butler (Deloitte) related to entity coding for stock basis and utilization of net operating losses.	\$325.00	1.1	\$357.50
Baily, Brianna	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams	\$595.00	1.1	\$654.50
Baily, Brianna	Review notes from call related to basis in various Sears subsidiaries	\$595.00	0.2	\$119.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, and C. Chatten (all Deloitte) regarding outstanding analysis in tax attribute reduction model.	\$450.00	0.6	\$270.00
Browning, Maria	Call with E. Tzavelis, S. Fielding, M. Butler, C. Chatten, and K. Corrigan (all Deloitte) to prepare for stock basis discussions with Cleary and PwC.	\$450.00	0.4	\$180.00
Browning, Maria	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$450.00	1.1	\$495.00
Butler, Mike	Review revised Treas. Reg. Section 1.1502 -11 calculations for new scenarios in tax model	\$595.00	2.2	\$1,309.00
Butler, Mike	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, and C. Chatten (all Deloitte) regarding outstanding analysis in tax attribute reduction model.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/22/2019				
Butler, Mike	Call with B. Collins, J. Forrest, C. Chatten, S. Fielding, S. Tarrant (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding stock trading restrictions imposed on ESL and related IRC Section 382 implications.	\$595.00	1.2	\$714.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, , M. Browning, C. Chatten, and K. Corrigan (all Deloitte) to prepare for stock basis discussions with Cleary and PwC.	\$595.00	0.4	\$238.00
Chatten, Colin	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$325.00	1.1	\$357.50
Chatten, Colin	Call with B. Collins, J. Forrest, S. Fielding, M. Butler, S. Tarrant (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding stock trading restrictions imposed on ESL and related IRC Section 382 implications.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and M. Browning (all Deloitte) regarding outstanding analysis in tax attribute reduction model.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, and K. Corrigan (all Deloitte) to prepare for stock basis discussions with Cleary and PwC.	\$325.00	0.4	\$130.00
Collins, Bryan	Call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$975.00	1.1	\$1,072.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/22/2019				
Collins, Bryan	Call with J. Forrest, C. Chatten, S. Fielding, M. Butler, S. Tarrant (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding stock trading restrictions imposed on ESL and related IRC Section 382 implications.	\$975.00	1.2	\$1,170.00
Collins, Bryan	Discussion with J. Forrest (Deloitte) and Weil regarding net operating loss order narrative provided by Cleary on behalf of ESL	\$975.00	1.1	\$1,072.50
Collins, Bryan	Review draft response to ESL and Cleary with respect to narrative regarding net operating loss order	\$975.00	0.4	\$390.00
Corrigan, Kevin	Call with E. Tzavelis, S. Fielding, M. Butler, M. Browning, C. Chatten, and K. Corrigan (all Deloitte) to prepare for stock basis discussions with Cleary and PwC	\$595.00	0.4	\$238.00
Corrigan, Kevin	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams	\$595.00	1.1	\$654.50
Corrigan, Kevin	Update stock basis files for use in upcoming meeting with Cleary and PwC.	\$595.00	2.0	\$1,190.00
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Alaska.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Arizona.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in California.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Connecticut.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in District of Columbia.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/22/2019				
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Illinois.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Kansas.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Massachusetts.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Michigan.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Minnesota.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in New York City.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in New York.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in South Carolina.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Texas.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research state conformity to Treas. Reg. Sec. 1.1502-32 in Wisconsin.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with C. Ahmadi (Deloitte) regarding research for state tax conformity to Treas. Reg. Section 1.1502-28.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with C. Hybl (Deloitte) regarding research for state tax conformity to Treas. Reg. Section 1.1502-21.	\$595.00	0.6	\$357.00
Fielding, Stephen	Conference call to discuss stock basis estimates with E. Tzavelis, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding outstanding analysis in tax attribute reduction model.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/22/2019				
Fielding, Stephen	Call with E. Tzavelis, M. Butler, M. Browning, C. Chatten, and K. Corrigan (all Deloitte) to prepare for stock basis discussions with Cleary and PwC.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with B. Collins, J. Forrest, C. Chatten, M. Butler, S. Tarrant (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding stock trading restrictions imposed on ESL and related IRC Section 382 implications.	\$595.00	1.2	\$714.00
Forrest, Jonathan	Call with B. Collins, C. Chatten, S. Fielding, M. Butler, S. Tarrant (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding stock trading restrictions imposed on ESL and related IRC Section 382 implications.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Review stock basis report in preparation for discussionss with Weil, Cleary, and PwC tax teams regarding the same.	\$975.00	1.6	\$1,560.00
Forrest, Jonathan	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, B. Baily, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$975.00	0.3	\$292.50
Hermanson, Tom	Discuss structure of asset sale and related procedural requirements with E. Tzavelis, D. Hoffman and J. Shaw (all Deloitte).	\$850.00	1.0	\$850.00
Hoffman, David	Meeting with T. Hermanson, J. Shaw, and E. Tzavelis (all Deloitte) regarding Remainco tax compliance considerations.	\$850.00	1.4	\$1,190.00
Huston, Michael	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$850.00	1.1	\$935.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/22/2019				
Hybl, Claire	Call with J. Espinola (Deloitte) regarding research for state tax conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.6	\$195.00
Lowry, Jamie	Read explanation of net unrealized built-in gain and loss calculation analysis and comments.	\$595.00	0.9	\$535.50
Schreiber, Mendy	Conference call to discuss stock basis estimates with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$450.00	1.1	\$495.00
Sullivan, Brian	Review revised state attribute reduction model	\$850.00	2.8	\$2,380.00
Tarrant, Steve	Call with B. Collins, J. Forrest, C. Chatten, S. Fielding, M. Butler, (all Deloitte), S. Goldring, M. Hoenig, and E. Remijan (all Weil) regarding stock trading restrictions imposed on ESL and related IRC Section 382 implications.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, M. Browning, and C. Chatten (all Deloitte) regarding outstanding analysis in tax attribute reduction model.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, M. Browning, C. Chatten, and K. Corrigan (all Deloitte) to prepare for stock basis discussions with Cleary and PwC.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Conference call to discuss stock basis estimates with S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, M. Schreiber, K. Corrigan, M. Huston (all Deloitte), and Weil, Cleary, and PwC tax teams.	\$850.00	1.1	\$935.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/24/2019				
Espinola, Jonathan	Prepare executive summary for state tax attribute reduction model, including an explanation of assumptions relied upon therein.	\$595.00	0.5	\$297.50
03/25/2019				
Ahmadi, Cyavash	Call with J. Espinola (Deloitte) regarding research for state tax conformity to Treas. Reg. Section 1.502-28	\$450.00	0.5	\$225.00
Ahmadi, Cyavash	Research for regarding Minnesota conformity to Treas. Reg. Section 1.1502-28.	\$450.00	0.7	\$315.00
Ahmadi, Cyavash	Research regarding Alaska conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Research regarding Arizona conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding California conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding Connecticut conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding District of Columbia conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Research regarding Idaho conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.6	\$270.00
Ahmadi, Cyavash	Research regarding Illinois conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding Kansas conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Research regarding Kentucky conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding Maine conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.4	\$180.00
Ahmadi, Cyavash	Research regarding Massachussets conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Ahmadi, Cyavash	Research regarding Michigan conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.6	\$270.00
Ahmadi, Cyavash	Research regarding Montana conformity to Treas. Reg. Section 1.1502-28.	\$450.00	0.5	\$225.00
Ahmadi, Cyavash	Research regarding Nebraska conformity to Treas. Reg. Section 1.1502-28.	\$450.00	0.6	\$270.00
Ahmadi, Cyavash	Research regarding New Hampshire conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Research regarding New Jersey conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.4	\$180.00
Ahmadi, Cyavash	Research regarding New Mexico conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding New York City conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding New York conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.6	\$270.00
Ahmadi, Cyavash	Research regarding North Dakota conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.6	\$270.00
Ahmadi, Cyavash	Research regarding Oregon conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Research regarding Rhode Island conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.5	\$225.00
Ahmadi, Cyavash	Research regarding South Carolina conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding Texas conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding Utah conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.2	\$90.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Ahmadi, Cyavash	Research regarding Vermont conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Research regarding West Virginia conformity to Treas. Reg. Section 1.1502-28.	\$450.00	0.2	\$90.00
Ahmadi, Cyavash	Research regarding Wisconsin conformity to Treas. Reg. Section 1.1502-28	\$450.00	0.3	\$135.00
Allegretti, Joe	Meeting with M. Butler, S. Fielding, E. Tzavelis, (partial) B. Collins, and (partial) J. Forrest (all Deloitte) to evaluate and compare the tax implications of alternative emergence transaction structures in preparation for tax structuring meeting.	\$325.00	1.9	\$617.50
Allegretti, Joe	Meeting with M. Butler, S. Fielding, E. Tzavelis, B. Collins and M. Schreiber (all Deloitte) to discuss the revised ESL bid and its impact on the assumption of liabilities calculation.	\$325.00	1.3	\$422.50
Allegretti, Joe	Meeting with M. Butler, S. Fielding, E. Tzavelis, B. Collins, B. Sullivan, M. Paxton and M. Schreiber (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$325.00	0.6	\$195.00
Allegretti, Joe	Meeting with M. Butler, S. Fielding, E. Tzavelis, M. Schreiber, B. Collins and J. Forrest (all Deloitte) to discuss model outputs and structuring alternatives related to Technical Advice Memorandum 9841006.	\$325.00	2.1	\$682.50
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, M. Schreiber, B. Collins, J. Forrest (all Deloitte) and the Sears tax team to discuss requests from PwC and Cleary and the timing of go-forward balance sheets.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Baily, Brianna	Review notes Treas. Reg. Section 1.1502-11 calculation in tax attribute reduction model.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, B. Sullivan, M. Paxton and M. Schreiber (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, (partial) B. Collins, and (partial) J. Forrest (all Deloitte) to evaluate and compare the tax implications of alternative emergence transaction structures in preparation for tax structuring meeting.	\$595.00	1.9	\$1,130.50
Butler, Mike	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins and M. Schreiber (all Deloitte) to discuss the revised ESL bid and its impact on the assumption of liabilities calculation.	\$595.00	1.3	\$773.50
Butler, Mike	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, M. Schreiber, B. Collins and J. Forrest (all Deloitte) to discuss model outputs and structuring alternatives related to Technical Advice Memorandum 9841006.	\$595.00	2.1	\$1,249.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, M. Schreiber, B. Collins, J. Forrest (all Deloitte) and the Sears tax team to discuss requests from PwC and Cleary and the timing of go-forward balance sheets.	\$595.00	0.5	\$297.50
Chatten, Colin	Update transaction timeline deliverable to reflect changes to emergence transaction structure and timing currently being considered by ESL.	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Schreiber, J. Forrest (all Deloitte) and the Sears tax team to discuss requests from PwC and Cleary and the timing of go-forward balance sheets.	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and (partial) J. Forrest (all Deloitte) to evaluate and compare the tax implications of alternative emergence transaction structures in preparation for tax structuring meeting.	\$975.00	1.2	\$1,170.00
Collins, Bryan	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and M. Schreiber (all Deloitte) to discuss the revised ESL bid and its impact on the assumption of liabilities calculation.	\$975.00	1.3	\$1,267.50
Collins, Bryan	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Sullivan, M. Paxton and M. Schreiber (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Schreiber, and J. Forrest (all Deloitte) to discuss model outputs and structuring alternatives related to Technical Advice Memorandum 9841006.	\$975.00	2.1	\$2,047.50
Collins, Bryan	Consider "cause to be directed" application to section 363 sale to support conclusions that certain transactions qualify as reorganizations within the meaning of IRC Section 368 (a)(1)(G).	\$975.00	1.3	\$1,267.50
Corrigan, Kevin	Reconcile inside asset basis to stock basis.	\$595.00	3.0	\$1,785.00
Corrigan, Kevin	Continue to reconcile inside asset basis to stock basis.	\$595.00	4.1	\$2,439.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Corrigan, Kevin	Call with B. Sullivan, M. Paxton, J. Espinola, M. Huston (all Deloitte) regarding federal stock basis model and state stock basis differences	\$595.00	0.5	\$297.50
Espinola, Jonathan	Revise state tax attribute reduction model pursuant to email correspondence from B. Sullivan (Deloitte) regarding updates to recent federal tax attribute reduction model.	\$595.00	1.7	\$1,011.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) to discuss additional revisions to the state tax attribute reduction model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton, M. Huston and K. Corrigan (all Deloitte) regarding federal stock basis model and state stock basis differences.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with C. Ahmadi (Deloitte) regarding research for state tax conformity to Treas. Reg. Section 1.1502-28.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton (both Deloitte) and K. Lejkowski (Sears) to discuss the state tax attribute reduction model and related state compliance matters.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber, B. Collins, J. Forrest (all Deloitte) and the Sears tax team to discuss requests from PwC and Cleary and the timing of go-forward balance sheets.	\$595.00	0.5	\$297.50
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, E. Tzavelis, (partial) B. Collins, and (partial) J. Forrest (all Deloitte) to evaluate and compare the tax implications of alternative emergence transaction structures in preparation for tax structuring meeting.	\$595.00	1.9	\$1,130.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, E. Tzavelis, B. Collins and M. Schreiber (all Deloitte) to discuss the revised ESL bid and its impact on the assumption of liabilities calculation.	\$595.00	1.3	\$773.50
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, B. Sullivan, M. Paxton and M. Schreiber (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber, B. Collins and J. Forrest (all Deloitte) to discuss model outputs and structuring alternatives related to Technical Advice Memorandum 9841006.	\$595.00	2.1	\$1,249.50
Forrest, Jonathan	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, and (partial) B. Collins (all Deloitte) to evaluate and compare the tax implications of alternative emergence transaction structures in preparation for tax structuring meeting.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Schreiber, and B. Collins (all Deloitte) to discuss model outputs structuring alternatives related to Technical Advice Memorandum 9841006.	\$975.00	2.1	\$2,047.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Schreiber, B. Collins, (all Deloitte) and the Sears tax team to discuss requests from PwC and Cleary and the timing of go-forward balance sheets.	\$975.00	0.5	\$487.50
Huston, Michael	Call with B. Sullivan, M. Paxton, J. Espinola, and K. Corrigan (all Deloitte) regarding federal stock basis model and state stock basis differences.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Lowry, Jamie	Review information, including timelines and organization charts, to determine the top parent of RemianCo and related implications for purposes of Treas. Reg. Section 1.1502-91(g).	\$595.00	1.6	\$952.00
Lowry, Jamie	Call with S. Tarrant and T. Savage regarding application of Treas. Reg. Section 1.1502-91(g) to the net unrealized built-in gain and loss calculation.	\$595.00	0.5	\$297.50
Lowry, Jamie	Call with T. Savage and K. Corrigan (both Deloitte) regarding changes to Kmart stock basis due to capitalization of intercompany receivable and payables.	\$595.00	0.5	\$297.50
Paxton, Michael	Call with B. Sullivan, J. Espinola, M. Huston and K. Corrigan (all Deloitte) regarding federal stock basis model and state stock basis differences.	\$725.00	0.5	\$362.50
Paxton, Michael	Call with B. Sullivan, J. Espinola (both Deloitte) and K. Lejkowski (Sears) to discuss state tax attribute reduction model and related state compliance matters.	\$725.00	0.6	\$435.00
Paxton, Michael	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, B. Sullivan, and M. Schreiber (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$725.00	0.6	\$435.00
Paxton, Michael	Call with J. Espinola (Deloitte) to discuss additional revisions to the state tax attribute reduction model.	\$725.00	0.5	\$362.50
Savage, Tara	Call with K. Corrigan and J. Lowry (both Deloitte) regarding changes to Kmart stock basis due to capitalization of intercompany receivable and payables.	\$725.00	0.5	\$362.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Savage, Tara	Call with S. Tarrant and J. Lowry (both Deloitte) regarding application of Treas. Reg. Section 1.1502-91(g) to the net unrealized built-in gain and loss calculation.	\$725.00	0.5	\$362.50
Savage, Tara	Conduct additional research regarding Treas. Reg. Section 1.1502-91(g) application.	\$725.00	0.5	\$362.50
Savage, Tara	Prepare hypothetical net unrealized built-in gain and loss calculations based on factual assumptions.	\$725.00	1.3	\$942.50
Schreiber, Mendy	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest (all Deloitte) and the Sears tax team to discuss requests from PwC and Cleary and the timing of go-forward balance sheets.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins (all Deloitte) to discuss the revised ESL bid and its impact on the assumption of liabilities calculation.	\$450.00	1.3	\$585.00
Schreiber, Mendy	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins and J. Forrest (all Deloitte) to discuss model outputs and structuring alternatives related to Technical Advice Memorandum 9841006	\$450.00	2.1	\$945.00
Schreiber, Mendy	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, B. Sullivan, M. Paxton (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$450.00	0.6	\$270.00
Sullivan, Brian	Call with M. Paxton, J. Espinola (both Deloitte) and K. Lejkowski (Sears) to discuss the state tax attribute reduction model and related state compliance matters.	\$850.00	0.6	\$510.00
Sullivan, Brian	Review state cancellation of indebtedness income model.	\$850.00	2.2	\$1,870.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Sullivan, Brian	Call with M. Paxton, J. Espinola, M. Huston and K. Corrigan (all Deloitte) regarding federal stock basis model and state stock basis differences.	\$850.00	0.5	\$425.00
Sullivan, Brian	Meeting with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, M. Paxton and M. Schreiber (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$850.00	0.6	\$510.00
Tarrant, Steve	Call with T. Savage and J. Lowry (both Deloitte) regarding application of Treas. Reg. Section 1.1502-91(g) to the net unrealized built-in gain and loss calculation.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, S. Fielding, M. Schreiber, B. Collins and J. Forrest (all Deloitte) to discuss model outputs and structuring alternatives related to Technical Advice Memorandum 9841006.	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, S. Fielding, (partial) B. Collins, and (partial) J. Forrest (all Deloitte) to evaluate and compare the tax implications of alternative emergence transaction structures in preparation for tax structuring meeting.	\$850.00	1.9	\$1,615.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, S. Fielding, B. Collins and M. Schreiber (all Deloitte) to discuss the revised ESL bid and its impact on the assumption of liabilities calculation.	\$850.00	1.3	\$1,105.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, S. Fielding, B. Collins, B. Sullivan, M. Paxton and M. Schreiber (all Deloitte) to discuss the state tax implications of certain excess loss accounts and timing of state deliverables.	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/25/2019				
Tzavelis, Elias	Research and read authorities regarding liquidations and distributions applicable to restructuring transactions contemplated by Cleary and PwC.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Schreiber, B. Collins, J. Forrest (all Deloitte) and the Sears tax team to discuss requests from PwC and Cleary and the timing of go-forward balance sheets.	\$850.00	0.5	\$425.00
03/26/2019				
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest (all Deloitte) and Weil tax team to discuss the Sears Roebuck worthless stock deduction	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with M. Butler, J. Forrest, E. Tzavelis (all Deloitte) to assess the possibility of excess loss accounts resulting from certain restructuring transaction steps.	\$325.00	0.3	\$97.50
Allegretti, Joe	Meeting with M. Butler and E. Tzavelis (both Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$325.00	0.4	\$130.00
Allegretti, Joe	Meeting with M. Butler, B. Collins, S. Fielding, E. Tzavelis (all Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$325.00	0.8	\$260.00
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, S. Fielding, B. Collins, and J. Forrest (all Deloitte) to discuss the worthless stock deductions at Sears Roebuck and Kmart Corporation.	\$325.00	0.6	\$195.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss scenarios for taxable and non-taxable liquidations of Kmart Corporation.	\$325.00	0.5	\$162.50
Allegretti, Joe	Update the tax attribute reduction model to reflect additional assumptions and transaction scenarios contemplated by Cleary and PwC.	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/26/2019				
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest (partial) (all Deloitte), and Weil, Cleary, and PwC tax teams regarding estimated tax implications of alternative emergence transaction structures with tax basis balance sheet and st	\$325.00	3.0	\$975.00
Butler, Mike	Meeting with J. Forrest, E. Tzavelis and J. Allegretti (all Deloitte) to assess the possibility of excess loss accounts resulting from certain restructuring transaction steps.	\$595.00	0.3	\$178.50
Butler, Mike	Review federal income tax model outputs summarizing the estimated tax implications of various alternative emergence transaction structures in preparation for discussions with Cleary and PwC regarding the same.	\$595.00	2.2	\$1,309.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss scenarios for taxable and non-taxable liquidations of Kmart Corporation.	\$595.00	0.5	\$297.50
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, B. Collins, J. Forrest and J. Allegretti (all Deloitte) to discuss the worthless stock deductions at Sears Roebuck and Kmart Corporation.	\$595.00	0.6	\$357.00
Butler, Mike	Meeting with B. Collins, S. Fielding, E. Tzavelis and J. Allegretti (all Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with E. Tzavelis and J. Allegretti (both Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, B. Collins, J. Forrest, J. Allegretti (all Deloitte) and Weil tax team to discuss the Sears Roebuck worthless stock deduction and prepare for upcoming meeting with PwC and Cleary.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/26/2019				
Butler, Mike	Meeting with E. Tzavelis, S. Fielding, B. Collins, J. Forrest (partial), J. Allegretti (all Deloitte), Weil, Cleary, and PwC tax teams regarding estimated tax implications of alternative emergence transaction structures with tax basis balance sheet and st	\$595.00	3.0	\$1,785.00
Chatten, Colin	Listen via teleconference to meeting with M. Butler, S. Fielding, B. Collins, J. Forrest (partial), J. Allegretti (Deloitte), and Weil, Cleary, and PwC tax teams regarding estimated tax implications of alternative emergence transaction structures with ta	\$325.00	1.8	\$585.00
Collins, Bryan	Call with M. Butler, E. Tzavelis, S. Fielding, J. Forrest, J. Allegretti (all Deloitte) and Weil tax team to discuss the Sears Roebuck worthless stock deduction	\$975.00	0.5	\$487.50
Collins, Bryan	Meeting with M. Butler, E. Tzavelis, S. Fielding, J. Forrest and J. Allegretti (all Deloitte) to discuss the worthless stock deductions at Sears Roebuck and Kmart Corporation.	\$975.00	0.6	\$585.00
Collins, Bryan	Meeting with M. Butler, S. Fielding, E. Tzavelis and J. Allegretti (all Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$975.00	0.8	\$780.00
Collins, Bryan	Meeting with M. Butler, E. Tzavelis, S. Fielding, J. Forrest (partial), J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams regarding estimated tax implications of alternative emergence transaction structures with tax basis balance sheet and	\$975.00	3.0	\$2,925.00
Corrigan, Kevin	Call with M. Paxton and J. Espinola (both Deloitte) to discuss the federal stock basis study.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/26/2019				
Espinola, Jonathan	Call with K. Corrigan and M. Paxton (both Deloitte) to discuss the federal stock basis study.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state tax stock basis information and state tax attribute reduction model revisions.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Complete revisions to state tax attribute reduction model for depiction of state taxable income estimates resulting from new steps in the transaction.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Prepare executive summary for state tax attribute reduction model to document assumptions and methodologies used in preparing the model.	\$595.00	1.9	\$1,130.50
Espinola, Jonathan	Review email correspondence from B. Sullivan and M. Paxton (both Deloitte) regarding additional changes to state tax attribute reduction model for new assumptions provided by ESL advisors.	\$595.00	0.1	\$59.50
Espinola, Jonathan	Revise state tax attribute reduction model to incorporate IRC Section 1017 (b)(2) limitation.	\$595.00	0.6	\$357.00
Fielding, Stephen	Meeting with M. Butler, B. Collins, E. Tzavelis and J. Allegretti (all Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$595.00	0.8	\$476.00
Fielding, Stephen	Meeting with M. Butler, E. Tzavelis, B. Collins, J. Forrest and J. Allegretti (all Deloitte) to discuss the worthless stock deductions at Sears Roebuck and Kmart Corporation.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with M. Butler, E. Tzavelis, B. Collins, J. Forrest, J. Allegretti (all Deloitte) and Weil tax team to discuss the Sears Roebuck worthless stock deduction.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/26/2019				
Fielding, Stephen	Meeting with M. Butler, E. Tzavelis, B. Collins, J. Forrest (partial), J. Allegretti (Deloitte), and Weil, Cleary, and PwC tax teams regarding estimated tax implications of alternative emergence transaction structures with tax basis balance sheet and stoc	\$595.00	3.0	\$1,785.00
Forrest, Jonathan	Call with M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Allegretti (all Deloitte) and Weil tax team to discuss the Sears Roebuck worthless stock deduction.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Meeting with M. Butler, E. Tzavelis and J. Allegretti (all Deloitte) to assess the possibility of excess loss accounts resulting from certain restructuring transaction steps.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Meeting with M. Butler, E. Tzavelis, S. Fielding, B. Collins, and J. Allegretti (all Deloitte) to discuss the worthless stock deductions at Sears Roebuck and Kmart Corporation.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Meeting with M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams regarding estimated tax implications of alternative emergence transaction structures with tax basis balance sheet and stock bas	\$975.00	2.3	\$2,242.50
Lowry, Jamie	Review email correspondence from T. Savage (Deloitte) regarding the net unrealized built-in gain and loss calculations.	\$595.00	0.9	\$535.50
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state tax stock basis information and state tax attribute reduction model revisions.	\$725.00	0.4	\$290.00
Paxton, Michael	Call with K. Corrigan and J. Espinola (both Deloitte) to discuss the federal stock basis study.	\$725.00	0.5	\$362.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/26/2019				
Savage, Tara	Prepare hypothetical net unrealized built-in gain and loss calculations based on facts discussed with J. Lowry (Deloitte).	\$725.00	0.5	\$362.50
Sullivan, Brian	Review federal tax basis study to analyze potential adjustments for estimating state tax basis in stock of Sears Holding Corp and Sears Roebuck.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Call with M. Butler, S. Fielding, B. Collins, J. Forrest, J. Allegretti (all Deloitte) and Weil tax team to discuss the Sears Roebuck worthless stock deduction	\$850.00	0.5	\$425.00
Tzavelis, Elias	Meeting with M. Butler, J. Forrest, and J. Allegretti (all Deloitte) to assess the possibility of excess loss accounts resulting from certain restructuring transaction steps.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with M. Butler, S. Fielding, B. Collins, J. Forrest and J. Allegretti (all Deloitte) to discuss the worthless stock deductions at Sears Roebuck and Kmart Corporation.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Meeting with M. Butler, B. Collins, S. Fielding, and J. Allegretti (all Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with M. Butler and J. Allegretti (both Deloitte) to discuss the Sears Roebuck worthless stock deduction.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Meeting with M. Butler, S. Fielding, B. Collins, J. Forrest (partial), J. Allegretti (all Deloitte), and Weil, Cleary, and PwC tax teams regarding estimated tax implications of alternative emergence transaction structures with tax basis balance sheet and	\$850.00	3.0	\$2,550.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/27/2019				
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis and S. Fielding (all Deloitte) to discuss potential responses to tax inquiry from UCC.	\$325.00	1.0	\$325.00
Allegretti, Joe	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler (all Deloitte).	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding inquiry from UCC.	\$325.00	0.5	\$162.50
Allegretti, Joe	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler and K. Corrigan (all Deloitte)	\$325.00	0.2	\$65.00
Baily, Brianna	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$595.00	0.5	\$297.50
Browning, Maria	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$450.00	0.5	\$225.00
Browning, Maria	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte).	\$450.00	0.5	\$225.00
Browning, Maria	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte).	\$450.00	0.5	\$225.00
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis and S. Fielding (all Deloitte) regarding potential responses to tax inquiry from UCC.	\$595.00	1.0	\$595.00
Butler, Mike	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, and J. Allegretti (all Deloitte).	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/27/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$595.00	0.5	\$297.50
Butler, Mike	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, J. Allegretti, and K. Corrigan (all Deloitte).	\$595.00	0.2	\$119.00
Butler, Mike	Research golden share rule in Lehman brothers bankruptcy case.	\$595.00	2.1	\$1,249.50
Chatten, Colin	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte).	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Browning, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$325.00	0.5	\$162.50
Chatten, Colin	Discuss summary of tax attribute reduction model assumptions with E. Tzavelis and S. Fielding (both Deloitte).	\$325.00	0.3	\$97.50
Chatten, Colin	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, M. Browning, M. Butler, and J. Allegretti (all Deloitte).	\$325.00	0.5	\$162.50
Collins, Bryan	Review list of tax inquiries from UCC to consider responses thereto.	\$975.00	0.9	\$877.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$975.00	0.5	\$487.50
Corrigan, Kevin	Discuss inquiry from UCC with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte).	\$595.00	0.2	\$119.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/27/2019				
Espinola, Jonathan	Finalize state tax attribute reduction model calculations with additional scenarios requested by Cleary and PwC.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding additional revisions to state tax attribute reduction model.	\$595.00	0.2	\$119.00
Fielding, Stephen	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss potential responses to tax inquiry from UCC.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$595.00	0.5	\$297.50
Fielding, Stephen	Discuss inquiry from UCC with E. Tzavelis, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte).	\$595.00	0.5	\$297.50
Fielding, Stephen	Discuss inquiry from UCC with E. Tzavelis, M. Browning, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte).	\$595.00	0.2	\$119.00
Fielding, Stephen	Discuss summary of tax attribute reduction model assumptions with E. Tzavelis and C. Chatten (both Deloitte).	\$595.00	0.3	\$178.50
Fielding, Stephen	Comment on potential responses to email correspondence from Cleary tax team regarding certain outstanding tax analyses.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review IRC Section 382 issues regarding delayed liquidation of debtor company.	\$975.00	1.2	\$1,170.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$975.00	0.5	\$487.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/27/2019				
Hybl, Claire	Draft correspondence to J. Espinola (Deloitte) regarding state conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.5	\$162.50
Hybl, Claire	Prepare matrix presentation summarizing state conformity to Treas. Reg. Section IRC 1.1502-21.	\$325.00	0.5	\$162.50
Hybl, Claire	Research regarding Alaska's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.4	\$130.00
Hybl, Claire	Research regarding Arizona's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.6	\$195.00
Hybl, Claire	Research regarding California's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.6	\$195.00
Hybl, Claire	Research regarding Connecticut's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.6	\$195.00
Hybl, Claire	Research regarding District of Columbia's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.6	\$195.00
Hybl, Claire	Research regarding Idaho's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.4	\$130.00
Hybl, Claire	Research regarding Illinois's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.4	\$130.00
Hybl, Claire	Research regarding Kansas's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.4	\$130.00
Hybl, Claire	Research regarding Kentucky's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.5	\$162.50
Hybl, Claire	Research regarding Maine's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.5	\$162.50
Hybl, Claire	Research regarding Massachusetts's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.6	\$195.00
Hybl, Claire	Research regarding Michigan's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/27/2019				
Hybl, Claire	Research regarding Minnesota's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.4	\$130.00
Hybl, Claire	Research regarding Montana's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.5	\$162.50
Hybl, Claire	Research regarding Nebraska's conformity to Treas. Reg. Section 1.1502-21.	\$325.00	0.4	\$130.00
Lowry, Jamie	Review analysis provided by T. Savage(Deloitte) regarding the impact to outside basis in hypothetical application of Treas. Reg. Section 1.1502-91.	\$595.00	1.8	\$1,071.00
Paxton, Michael	Review updates to state tax model based on updates to federal tax model.	\$725.00	2.7	\$1,957.50
Savage, Tara	Update hypothetical net unrealized built-in gain and loss calculations pursuant to correspondence from M. Butler regarding the same.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Review tax consequences of issuance of a golden share.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte) regarding tax inquiry from UCC.	\$450.00	0.5	\$225.00
Sullivan, Brian	Review latest draft of state tax attribute reduction model for upcoming discussion with PwC.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to discuss potential responses to tax inquiry from UCC.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Discuss summary of tax attribute reduction model assumptions with S. Fielding and C. Chatten (both Deloitte).	\$850.00	0.3	\$255.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/27/2019				
Tzavelis, Elias	Call with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding tax inquiry from UCC.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Discuss inquiry from UCC with S. Fielding, M. Browning, C. Chatten, M. Butler, J. Allegretti, and K. Corrigan (all Deloitte).	\$850.00	0.2	\$170.00
Tzavelis, Elias	Discuss inquiry from UCC with S. Fielding, M. Browning, C. Chatten, M. Butler, and J. Allegretti (all Deloitte).	\$850.00	0.5	\$425.00
03/28/2019				
Allegretti, Joe	Draft correspondence explaining the status of calculations and analyses to estimate the tax implications of the emergence transaction.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, (all Deloitte), and J. Frantz (M-III) regarding creditor recovery matrix.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding inquiry from UCC.	\$325.00	1.0	\$325.00
Allegretti, Joe	Draft correspondence to Sears tax team regarding outstanding requests for interest expense information in response to requests from PwC and Cleary.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) regarding inquiry from UCC.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest (all Deloitte), and Sears tax team regarding inquiry from UCC.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest (all Deloitte), and Weil tax team regarding inquiry from UCC.	\$325.00	0.9	\$292.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/28/2019				
Baily, Brianna	Research application of consolidated group continuation rules to the 2003 Kmart emergence transaction.	\$595.00	1.0	\$595.00
Baily, Brianna	Draft summary of application of group continuation rules and related authorities to the 2003 Kmart emergence transaction.	\$595.00	0.3	\$178.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) regarding inquiry from UCC	\$595.00	1.0	\$595.00
Butler, Mike	Research the amount of go-forward net operating losses that can be generated by Sears Holdings Corporation and its subsidiaries if the emergence transaction is treated as a reorganization within the meaning of IRC Section 368(a)(1)(G).	\$595.00	1.0	\$595.00
Butler, Mike	Review federal tax attribute reduction model outputs for information related to inquiry from UCC.	\$595.00	1.9	\$1,130.50
Butler, Mike	Review state income tax model outputs for information related to inquiry from UCC.	\$595.00	1.6	\$952.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) regarding inquiry from UCC.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest (all Deloitte), and Sears tax team regarding inquiry from UCC.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest (all Deloitte), and Weil tax team regarding inquiry from UCC.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti (all Deloitte), and J. Frantz (M-III) regarding creditor recovery matrix.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/28/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding inquiry from UCC.	\$595.00	1.0	\$595.00
Chatten, Colin	Research private letter ruling and related tax authorities regarding golden share rule and preservation of net operating losses in bankruptcy proceedings.	\$325.00	1.0	\$325.00
Chatten, Colin	Research whether separate return limitation year provisions in consolidated tax return regulations apply to limit net operating losses when IRC Section 382(l)(5) is satisfied.	\$325.00	1.1	\$357.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) regarding inquiry from UCC.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and Sears tax team regarding inquiry from UCC.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti (all Deloitte), and J. Frantz (M-III) regarding creditor recovery matrix.	\$325.00	0.4	\$130.00
Chatten, Colin	Review tax analyses related to inquiry from UCC with E. Tzavelis and S. Fielding (both Deloitte).	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and Weil tax team regarding inquiry from UCC.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding inquiry from UCC and related items.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding inquiry from UCC.	\$325.00	1.0	\$325.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/28/2019				
Corrigan, Kevin	Comment on stock basis estimates for Kmart Holding Corporation.	\$595.00	2.4	\$1,428.00
Corrigan, Kevin	Review stock basis estimates for Kmart Holding Corporation.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Update stock basis estimates for Kmart Holding Corporation.	\$595.00	2.8	\$1,666.00
Espinola, Jonathan	Draft state tax attribute reduction model summary memorandum.	\$595.00	1.6	\$952.00
Fielding, Stephen	Review summary of transaction and model assumptions.	\$595.00	1.9	\$1,130.50
Fielding, Stephen	Review tax analyses related to inquiries from UCC with E. Tzavelis and C. Chatten (both Deloitte).	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding inquiry from UCC.	\$595.00	1.0	\$595.00
Fielding, Stephen	Comment on summary of transaction and model assumptions.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and J. Frantz (M-III) regarding creditor recovery matrix.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding inquiry from UCC.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and Sears tax team regarding inquiry from UCC.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and Weil tax team regarding inquiry from UCC.	\$595.00	0.9	\$535.50
Forrest, Jonathan	Review materials related to inquiries from UCC to prepare for discussions with Deloitte tax team regarding the same.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/28/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Baily, and M. Schreiber (all Deloitte) regarding inquiry from UCC.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Review ESL response to stock trading motion.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Weil tax team regarding inquiry from UCC.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and Sears tax team regarding inquiry from UCC.	\$975.00	0.7	\$682.50
Lowry, Jamie	Prepare net unrealized built-in gain and loss calculation under the assumption Treas. Reg. Section 1.1502-91(g) does not apply.	\$595.00	1.1	\$654.50
Savage, Tara	Update hypothetical net unrealized built-in gain and loss calculations pursuant to comments from J. Lowry (Deloitte)	\$725.00	0.3	\$217.50
Schreiber, Mendy	Review tax consequences of issuance of a "golden share".	\$450.00	0.5	\$225.00
Schreiber, Mendy	Review 2003 Kmart emergence transaction for purposes of group continuation rules.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily (all Deloitte) regarding inquiry from UCC.	\$450.00	1.0	\$450.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding inquiry from UCC.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and Sears tax team regarding inquiry from UCC.	\$850.00	0.7	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
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Tax Restructuring Services

03/28/2019

Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and Weil tax team regarding inquiry from UCC.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Review tax analyses related to inquiry from UCC with S. Fielding, and C. Chatten (both Deloitte).	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) regarding inquiry from UCC.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti (all Deloitte), and J. Frantz (M-III) regarding creditor recovery matrix.	\$850.00	0.4	\$340.00

03/29/2019

Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler and J. Forrest (all Deloitte) regarding the tax characterization of net operating losses under IRC Section 165(g) and cancellation of indebtedness rules of Treas. Reg. Section 1.1502-28.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss tax implications of the contribution and distribution of an intercompany note between Sears Holdings Corporation and Sears, Roebuck & Co.	\$325.00	0.3	\$97.50
Allegretti, Joe	Compare debt tranche amounts provided by M-III to amounts provided in various filed provided by the Company.	\$325.00	0.9	\$292.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and J. Forrest (all Deloitte) regarding the tax characterization of net operating losses under IRC Section 165(g) and cancellation of indebtedness rules of Treas. Reg. Section 1.1502-28.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/29/2019				
Butler, Mike	Call with B. Sullivan, M. Paxton, J. Espinola, E. Tzavelis, S. Fielding (all Deloitte), and PwC state tax team, including V. Los, regarding state tax implications of the emergence transaction.	\$595.00	0.7	\$416.50
Butler, Mike	Update the US federal income tax model for new scenarios requested by Cleary and PwC.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review application of Treas. Reg. Section 1.1502-11 calculations to new scenarios requested by Cleary and PwC.	\$595.00	1.1	\$654.50
Butler, Mike	Review revised cancellation of debt income calculation.	\$595.00	1.6	\$952.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding the tax characterization of net operating losses under IRC Section 165(g) and cancellation of indebtedness rules of Treas. Reg. Section 1.1502-28.	\$325.00	0.4	\$130.00
Espinola, Jonathan	Continue to draft executive summary memorandum for state tax attribute reduction model.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Review research pertaining to District of Columbia's conformity to Treas. Reg. 1.1502-28 and update matrix accordingly.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Michigan's conformity to Treas. Reg. 1.1502-28 and update matrix accordingly.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Nebraska's conformity to Treas. Reg. 1.1502-28 and update matrix accordingly.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to New Mexico's conformity to Treas. Reg. 1.1502-28 and update matrix accordingly.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/29/2019				
Espinola, Jonathan	Review research pertaining to Rhode Island's conformity to Treas. Reg. 1.1502-28 and update matrix accordingly.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Texas's conformity to Treas. Reg. 1.1502-28 and update matrix accordingly.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton, M. Butler, E. Tzavelis, S. Fielding (all Deloitte), and the PwC tax team, including V. Los, regarding the state tax implications of the emergence transaction.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding the tax characterization of net operating losses under IRC Section 165(g) and cancellation of indebtedness rules of Treas. Reg. Section 1.1502-28.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with B. Sullivan, M. Paxton, J. Espinola, M. Butler, E. Tzavelis (all Deloitte), and PwC state tax team, including V. Los, regarding state tax implications of the emergence transaction.	\$595.00	0.7	\$416.50
Forrest, Jonathan	Consider tax implications of alternative emergence transaction structures contemplated by Cleary and PwC.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding the tax characterization of net operating losses under IRC Section 165(g) and cancellation of indebtedness rules of Treas. Reg. Section 1.1502-28.	\$975.00	0.4	\$390.00
Hermanson, Tom	Review list of tax inquiries from UCC to consider potential responses thereto.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
03/29/2019				
Paxton, Michael	Call with B. Sullivan, J. Espinola, M. Butler, E. Tzavelis, S. Fielding (all Deloitte), and PwC state tax team, including V. Los, regarding state tax implications of the emergence transaction.	\$725.00	0.7	\$507.50
Sullivan, Brian	Call with M. Paxton, J. Espinola, M. Butler, E. Tzavelis, S. Fielding (all Deloitte), and PwC state tax team, including V. Los, regarding state tax implications of the emergence transaction.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding the tax characterization of net operating losses under IRC Section 165(g) and cancellation of indebtedness rules of Treas. Reg. Section 1.1502-28.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with B. Sullivan, M. Paxton, J. Espinola, M. Butler, S. Fielding (all Deloitte), and PwC state tax team, including V. Los, regarding state tax implications of the emergence transaction.	\$850.00	0.7	\$595.00
04/01/2019				
Allegretti, Joe	Review version of the tax model that tied to deliverables ahead of the meeting with the UCC.	\$325.00	0.4	\$130.00
Baily, Brianna	Call with J. Forrest, B. Collins, V. Penico, and M. Schreiber (all Deloitte) to discuss various Sears transactions and related tax consequences.	\$595.00	1.3	\$773.50
Baily, Brianna	Locate documents related to Kmart 2003 emergence and bankruptcy plan.	\$595.00	0.3	\$178.50
Baily, Brianna	Review tax profile and tax attribute documents related to Sears entities in preparation for discussion with colleagues.	\$595.00	0.4	\$238.00
Collins, Bryan	Consider section 382 analysis with respect to NOLs of Sears and Kmart.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/01/2019				
Collins, Bryan	Call with J. Forrest, V. Penico, B. Baily, and M. Schreiber (all Deloitte) to discuss various Sears transactions and related tax consequences.	\$975.00	1.3	\$1,267.50
Espinola, Jonathan	Review research pertaining to Alaska's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Arizona's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to California's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Connecticut's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to District of Columbia's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Idaho's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Illinois' conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Kansas' conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Continue to draft summary executive memo to document methodologies and assumptions made in state tax attribute reduction model.	\$595.00	0.7	\$416.50
Forrest, Jonathan	Review NOL trading waiver request.	\$975.00	1.7	\$1,657.50
Forrest, Jonathan	Prepare for meeting with creditors committee related to tax structuring.	\$975.00	1.4	\$1,365.00
Forrest, Jonathan	Call with B. Collins, V. Penico, B. Baily, and M. Schreiber (all Deloitte) to discuss various Sears transactions and related tax consequences.	\$975.00	1.3	\$1,267.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/01/2019				
Huston, Michael	Review changes to Holdings beginning tax basis computed using new data.	\$850.00	0.6	\$510.00
Penico, Victor	Call with J. Forrest, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss various Sears transactions and related tax consequences.	\$975.00	1.3	\$1,267.50
Schreiber, Mendy	Prepare for meeting to discuss various Sears transactions and related tax consequences.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Call with J. Forrest, B. Collins, V. Penico, B. Baily (all Deloitte) to discuss various Sears transactions and related tax consequences.	\$450.00	1.3	\$585.00
04/02/2019				
Allegretti, Joe	Meeting with S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Schreiber, M. Butler, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$325.00	1.7	\$552.50
Allegretti, Joe	Update the tax attribute reduction model for the updated Treasury Regulation Section 1.1502-32 analysis.	\$325.00	0.5	\$162.50
Baily, Brianna	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, M. Butler, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$595.00	1.7	\$1,011.50
Butler, Mike	Prepare for tax meetings with UCC.	\$595.00	2.9	\$1,725.50
Butler, Mike	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Schreiber, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$595.00	1.7	\$1,011.50
Butler, Mike	Review U.S. federal income tax model.	\$595.00	1.4	\$833.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/02/2019				
Chatten, Colin	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Schreiber, M. Butler, K. Corrigan, M. Huston (all Deloitte), Weil tax team, Akin Gump, and FTI regarding emergence transaction structure and related tax implications.	\$325.00	1.7	\$552.50
Collins, Bryan	Prepare for meeting with UCC.	\$975.00	0.9	\$877.50
Collins, Bryan	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, J. Forrest, B. Baily, M. Schreiber, M. Butler, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$975.00	1.7	\$1,657.50
Corrigan, Kevin	Review estimated inside asset basis calculation used as beginning stock basis for Kmart Holdings Corporation.	\$595.00	2.3	\$1,368.50
Corrigan, Kevin	Examine impact of Sears combination on beginning basis of Kmart Holdings Corp.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Schreiber, M. Butler, C. Chatten, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$595.00	1.7	\$1,011.50
Espinola, Jonathan	Review research pertaining to Kentucky's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Maine's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Massachusetts' conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Michigan's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/02/2019				
Espinola, Jonathan	Review research pertaining to Minnesota's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Montana's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to Nebraska's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Review research pertaining to New Hampshire's conformity to Treasury Regulation Section 1.1502-21.	\$595.00	0.3	\$178.50
Fielding, Stephen	Meeting with J. Allegretti, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Schreiber, M. Butler, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$595.00	1.7	\$1,011.50
Forrest, Jonathan	Review federal income tax model outputs to prepare for meeting with creditors committee.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, B. Baily, M. Schreiber, M. Butler, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$975.00	1.7	\$1,657.50
Hermanson, Tom	Discuss Indian sale with R. Boyle of Sears.	\$850.00	0.5	\$425.00
Hoffman, David	Discuss takeaways from UCC meeting with B. Collins and E. Tzavelis (both Deloitte).	\$850.00	1.3	\$1,105.00
Huston, Michael	Attend partial meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Schreiber, M. Butler, C. Chatten, and K. Corrigan (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/02/2019				
Hybl, Claire	Research 1.1502-21 state conformity for New Mexico.	\$325.00	0.4	\$130.00
Hybl, Claire	Research 1.1502-21 state conformity for New York City.	\$325.00	0.4	\$130.00
Hybl, Claire	Research 1.1502-21 state conformity for New York.	\$325.00	0.4	\$130.00
Hybl, Claire	Research 1.1502-21 state conformity for North Dakota.	\$325.00	0.4	\$130.00
Hybl, Claire	Research 1.1502-21 state conformity for Oregon.	\$325.00	0.4	\$130.00
Hybl, Claire	Research 1.1502-21 state conformity for Rhode Island.	\$325.00	0.4	\$130.00
Schreiber, Mendy	Meeting with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Butler, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$450.00	1.7	\$765.00
Tzavelis, Elias	Meeting with J. Allegretti, S. Fielding, , B. Collins, J. Forrest, B. Baily, M. Schreiber, M. Butler, C. Chatten, K. Corrigan, M. Huston (all Deloitte), Weil tax, Akin and FTI regarding emergence transaction structure and related tax implications.	\$850.00	1.7	\$1,445.00
04/03/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax model for the Section 163(j) Carryforward and discuss any open items.	\$325.00	0.7	\$227.50
Allegretti, Joe	Update tax attribute reduction model.	\$325.00	1.2	\$390.00
Bryan, Michael	Prepare information request regarding New Jersey matter.	\$975.00	0.5	\$487.50
Butler, Mike	Review updates to US federal income tax model.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review source data for compiling Remainco tax basis balance sheet.	\$595.00	2.4	\$1,428.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/03/2019				
Butler, Mike	Review source data underlying Transform tax basis balance sheet for purposes of the "substantially all" test.	\$595.00	2.9	\$1,725.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax model for the Section 163(j) Carryforward and discuss any open items.	\$595.00	0.7	\$416.50
Collins, Bryan	Review draft tax discussion for the disclosure statement.	\$975.00	1.3	\$1,267.50
Corrigan, Kevin	Reconcile inside and outside tax stock basis.	\$595.00	2.6	\$1,547.00
Corrigan, Kevin	Continue to reconcile inside and outside tax stock basis.	\$595.00	1.4	\$833.00
Corrigan, Kevin	Update Kmart Holdings Corporation beginning stock basis calculation for changes identified upon further review.	\$595.00	2.4	\$1,428.00
Espinola, Jonathan	Continue drafting executive summary memo for state attribute reduction methodologies and assumptions.	\$595.00	0.5	\$297.50
Fielding, Stephen	Discuss state tax leakage with E. Tzavelis and S. Fielding (Deloitte).	\$595.00	0.3	\$178.50
Fielding, Stephen	Review and update tax timeline for new scenarios.	\$595.00	2.1	\$1,249.50
Forrest, Jonathan	Review disclosure statement for tax-related information.	\$975.00	1.2	\$1,170.00
Huston, Michael	Review additional changes to the beginning basis of various Kmart entities due to additional balance sheet detail received.	\$850.00	1.6	\$1,360.00
Hybl, Claire	Research Treasury Regulation Section 1.1502-21 state conformity for Utah.	\$325.00	0.4	\$130.00
Hybl, Claire	Research Treasury Regulation Section 1.1502-21 state conformity for Vermont.	\$325.00	0.5	\$162.50
Hybl, Claire	Research Treasury Regulation Section 1.1502-21 state conformity for West Virginia.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/03/2019				
Hybl, Claire	Research Treasury Regulation Section 1.1502-21 state conformity for Wisconsin.	\$325.00	0.4	\$130.00
Sullivan, Brian	Discuss state tax leakage with E. Tzavelis and S. Fielding (Deloitte).	\$850.00	0.3	\$255.00
Sullivan, Brian	Review state tax cash tax projections for Kmart liquidation and sale of intangible assets by Sears Brands.	\$850.00	0.4	\$340.00
04/04/2019				
Allegretti, Joe	Review tax basis balance sheets for the short period ended March 2, 2019 for both TransformCo and RemainCo.	\$325.00	2.0	\$650.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss tax basis balance sheets as of March 2, 2019 for TransformCo and RemainCo using information provided by the Sears tax team.	\$325.00	1.6	\$520.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis and M. Browning (all Deloitte) to discuss the TransformCo tax basis balance sheet and the timing of communications with Cleary and PwC.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis and S. Fielding (all Deloitte) to discuss the TransformCo and RemainCo information recently provided by the Sears tax team.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, M. Browning (all Deloitte), L. Meerschaert and C. Olsen (Sears) to discuss the TransformCo tax basis balance sheet for their review.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding (all Deloitte), L. Meerschaert and C. Olsen (Sears) to discuss the application of the deferred tax balances to the TransformCo and RemainCo balance sheets.	\$325.00	0.8	\$260.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/04/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Sullivan, J. Espinola, M. Paxton (all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Espinola, and M. Paxton (all Deloitte) to discuss state tax estimates in preparation for upcoming discussion with FTI.	\$325.00	0.4	\$130.00
Browning, Maria	Call with M. Butler, J. Allegretti, E. Tzavelis, (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss the TransformCo tax basis balance sheet for their review.	\$450.00	0.5	\$225.00
Browning, Maria	Call with M. Butler, J. Allegretti and E. Tzavelis to discuss the TransformCo tax basis balance sheet.	\$450.00	0.7	\$315.00
Butler, Mike	Review revised US federal income tax model.	\$595.00	1.2	\$714.00
Butler, Mike	Review remainco tax basis balance sheet.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, M. Paxton (all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Espinola, and M. Paxton (all Deloitte) to discuss state tax estimates in preparation for upcoming discussion with FTI.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Sullivan, and M. Paxton (all Deloitte) regarding state tax analysis.	\$595.00	0.7	\$416.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/04/2019				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to compile tax basis balance sheets as of March 2, 2019 for TransformCo and RemainCo using information provided by the Sears tax team.	\$595.00	1.6	\$952.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis and M. Browning (all Deloitte) to discuss the TransformCo tax basis balance sheet and the timing of communications with Cleary and PwC.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis and S. Fielding (all Deloitte) to discuss the TransformCo and RemainCo information recently provided by the Sears tax team.	\$595.00	0.9	\$535.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, M. Browning (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss the TransformCo tax basis balance sheet for their review.	\$595.00	0.5	\$297.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss the application of the deferred tax balances to the TransformCo and RemainCo balance sheets.	\$595.00	0.8	\$476.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, B. Sullivan, and M. Paxton (all Deloitte) regarding state tax analysis.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, M. Paxton (all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis.	\$325.00	0.9	\$292.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Espinola, and M. Paxton (all Deloitte) to prepare for upcoming discussion with FTI.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/04/2019				
Collins, Bryan	Consider effects of litigation claims with respect to the second short period tax consequences to old Sears group.	\$975.00	3.5	\$3,412.50
Corrigan, Kevin	Reconcile inside and outside tax stock basis.	\$595.00	2.0	\$1,190.00
Corrigan, Kevin	Meeting to discuss Kmart Holding Corporation's stock basis with J. Forrest and M. Huston (all Deloitte), Cleary, PWC and the Company.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Review and analyze raw state apportionment data provided by Company to be used in Texas gain calculation.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and M. Paxton (all Deloitte) to prepare for upcoming discussion with FTI.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, M. Paxton (all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with M. Butler, J. Allegretti, E. Tzavelis (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss the application of the deferred tax balances to the TransformCo and RemainCo balance sheets.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with M. Butler, J. Allegretti, E. Tzavelis (all Deloitte) to discuss the TransformCo and RemainCo information recently provided by the Sears tax team.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, B. Sullivan, and M. Paxton (all Deloitte) regarding state tax analysis.	\$595.00	0.7	\$416.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/04/2019				
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, M. Paxton (all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Espinola, and M. Paxton (all Deloitte) to prepare for upcoming discussion with FTI.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Meeting to discuss Kmart Holding Corporation's stock basis with K. Corrigan, and M. Huston (all Deloitte), Cleary, PWC and the Company.	\$975.00	0.5	\$487.50
Huston, Michael	Meeting to discuss Kmart Holding Corporation's stock basis with J. Forrest, and K. Corrigan (all Deloitte), Cleary, PWC and the Company.	\$850.00	0.5	\$425.00
Paxton, Michael	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola(all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis.	\$725.00	0.9	\$652.50
Paxton, Michael	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Espinola (all Deloitte) to prepare for upcoming discussion with FTI.	\$725.00	0.4	\$290.00
Paxton, Michael	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Sullivan (all Deloitte) regarding state tax analysis.	\$725.00	0.7	\$507.50
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and M. Paxton (all Deloitte) regarding state tax analysis	\$850.00	0.7	\$595.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Espinola, M. Paxton (all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis	\$850.00	0.9	\$765.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/04/2019				
Sullivan, Brian	Review Kmart stock basis calculations for state tax projections.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Espinola, and M. Paxton (all Deloitte) to prepare for upcoming discussion with FTI.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with M. Butler, J. Allegretti, S. Fielding (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss the application of the deferred tax balances to the TransformCo and RemainCo balance sheets.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, B. Sullivan, and M. Paxton (all Deloitte) regarding state tax analysis.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, J. Espinola, M. Paxton (all Deloitte), S. Joffe, D. Steinberg (both FTI), and H. Jacobson (Akin Gump) regarding state tax analysis.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with M. Butler, J. Allegretti, M. Browning (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss the TransformCo tax basis balance sheet for their review.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with M. Butler, J. Allegretti, and M. Browning (all Deloitte) to discuss the TransformCo tax basis balance sheet.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with M. Butler, J. Allegretti, and S. Fielding (all Deloitte) to discuss the TransformCo and RemainCo information recently provided by the Sears tax team.	\$850.00	0.9	\$765.00
04/05/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to compile the TransformCo and RemainCo tax basis balance sheets as of March 2, 2019.	\$325.00	1.9	\$617.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/05/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model for the scenario provided by Cleary and for the worthless stock deduction at Sears, Roebuck & Co.	\$325.00	1.7	\$552.50
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis (all Deloitte) and C. Olsen (Sears) to discuss the updates to both the TransformCo and RemainCo tax basis balance sheets for the period ended March 2, 2019.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, B. Collins (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the status and timing of the TransformCo and RemainCo tax basis balance sheets along with the tax model.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, J. Forrest, B. Sullivan, M. Paxton, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler and E. Tzavelis (both Deloitte) regarding the status of the tax basis balance sheets for TransformCo and RemainCo for the period ended March 2, 2019.	\$325.00	0.2	\$65.00
Allegretti, Joe	Compile the RemainCo tax basis balance sheet.	\$325.00	1.5	\$487.50
Allegretti, Joe	Status call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte).	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/05/2019				
Baily, Brianna	Research basis in triangular B reorganizations.	\$595.00	1.1	\$654.50
Baily, Brianna	Draft summary of basis consequences of the 2003 Kmart emergence transaction, which involved a B reorganization.	\$595.00	0.4	\$238.00
Baily, Brianna	Status call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte).	\$595.00	0.7	\$416.50
Butler, Mike	Status call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte).	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti, and E. Tzavelis (both Deloitte) regarding the status of the tax basis balance sheets for TransformCo and RemainCo for the period ended March 2, 2019.	\$595.00	0.2	\$119.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to compile the TransformCo and RemainCo tax basis balance sheets as of March 2, 2019.	\$595.00	1.9	\$1,130.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for the scenario provided by Cleary and for the worthless stock deduction at Sears, Roebuck & Co.	\$595.00	1.7	\$1,011.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the status and timing of the TransformCo and RemainCo tax basis balance sheets along with the tax model.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/05/2019				
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis (all Deloitte) and C. Olsen (Sears tax) to discuss the updates to both the TransformCo and RemainCo tax basis balance sheets for the period ended March 2, 2019.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, J. Forrest, B. Sullivan, M. Paxton, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$595.00	0.5	\$297.50
Butler, Mike	Review transform co tax basis balance sheet.	\$595.00	2.9	\$1,725.50
Chatten, Colin	Status call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte).	\$325.00	0.7	\$227.50
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$975.00	0.7	\$682.50
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the status and timing of the TransformCo and RemainCo tax basis balance sheets along with the tax model.	\$975.00	0.6	\$585.00
Collins, Bryan	Status call with E. Tzavelis, S. Fielding, C. Chaten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte).	\$975.00	0.7	\$682.50
Collins, Bryan	Review and revise discussion of separate company basis in stock of Kmart and draft e-mail regarding same.	\$975.00	1.4	\$1,365.00
Corrigan, Kevin	Call with B. Sullivan, M. Paxton, and J. Espinola (all Deloitte) to discuss stock basis in Kmart Corp.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/05/2019				
Espinola, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, B. Sullivan, M. Paxton (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Sullivan, and M. Paxton (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton, K. Corrigan (all Deloitte) to discuss stock basis in Kmart Corp.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Begin analyzing stock basis model to assess which entities have basis for state tax purposes.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, J. Forrest, B. Sullivan, M. Paxton, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the status and timing of the TransformCo and RemainCo tax basis balance sheets along with the tax model.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, J. Forrest, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis (all Deloitte) and C. Olsen (Sears tax) to discuss the updates to both the TransformCo and RemainCo tax basis balance sheets for the period ended March 2, 2019.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/05/2019				
Fielding, Stephen	Status call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte).	\$595.00	0.7	\$416.50
Forrest, Jonathan	Review section 382(l)(5) interest.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Status call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte).	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Sullivan, M. Paxton, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$975.00	0.5	\$487.50
Paxton, Michael	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Sullivan, and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$725.00	0.7	\$507.50
Paxton, Michael	Review Texas law for application of worthless stock deduction to Texas Franchise Tax.	\$725.00	1.1	\$797.50
Paxton, Michael	Call with B. Sullivan, K. Corrigan and J. Espinola (all Deloitte) to discuss stock basis in Kmart Corp.	\$725.00	0.4	\$290.00
Paxton, Michael	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, B. Sullivan, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$725.00	0.5	\$362.50
Schreiber, Mendy	Status call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte).	\$450.00	0.7	\$315.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/05/2019				
Schreiber, Mendy	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Sullivan, M. Paxton, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$450.00	0.5	\$225.00
Sullivan, Brian	Call with M. Paxton, K. Corrigan and J. Espinola (all Deloitte) to discuss stock basis in Kmart Corp.	\$850.00	0.4	\$340.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Paxton and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$850.00	0.7	\$595.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, M. Paxton, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler (both Deloitte) regarding the status of the tax basis balance sheets for TransformCo and RemainCo for the period ended March 2, 2019.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Collins, J. Forrest, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss potential state tax leakage related to potential litigation fees.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, J. Forrest, B. Sullivan, M. Paxton, J. Espinola (all Deloitte) and Weil tax to discuss the potential tax leakage related to litigation fees.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, (all Deloitte) and C. Olsen (Sears tax) to discuss the updates to both the TransformCo and RemainCo tax basis balance sheets for the period ended March 2, 2019.	\$850.00	0.3	\$255.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/05/2019				
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Collins (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the status and timing of the TransformCo and RemainCo tax basis balance sheets along with the tax model.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Status call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte).	\$850.00	0.7	\$595.00
04/07/2019				
Allegretti, Joe	Update the TransformCo tax basis balance sheets.	\$325.00	0.9	\$292.50
Hoffman, David	Review various messages regarding engagement status.	\$850.00	1.5	\$1,275.00
Sullivan, Brian	Research state consequences of Kmart reorganization on beginning stock basis in 2003.	\$850.00	1.4	\$1,190.00
04/08/2019				
Ahmadi, Cyavash	Research worthless stock deduction for Texas.	\$450.00	1.5	\$675.00
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis (both Deloitte) to discuss the impact of the recently provided TransformCo and RemainCo balance sheet amounts on the taxable income/(loss) in different periods related to the transaction.	\$325.00	2.1	\$682.50
Allegretti, Joe	Meet with M. Butler, E. Tzavelis, M. Schreiber (partial), B. Collins (all Deloitte) to discuss the impact of the TransformCo and RemainCo tax basis balance sheets on the tax model, specifically discussing the liquidation of Kmart Corporation.	\$325.00	2.0	\$650.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/08/2019				
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis, M. Schreiber, B. Collins and J. Forrest (all Deloitte) to walk through the tax attribute reduction model and the implications of the scenario provided by PwC and Cleary.	\$325.00	2.4	\$780.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss certain book amounts and deferred tax adjustments in connection with the RemainCo and TransformCo tax basis balance sheets.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, M. Schreiber (partial), B. Collins, J. Forrest and B. Sullivan (all Deloitte) to discuss potential state tax leakage related to gain/(loss) on the liquidation of Kmart Corporation.	\$325.00	1.9	\$617.50
Baily, Brianna	Search for 2003 Kmart disclosure statement and bankruptcy plan.	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss certain book amounts and deferred tax adjustments in connection with the RemainCo and TransformCo tax basis balance sheets.	\$595.00	0.2	\$119.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, M. Schreiber (partial), B. Collins, J. Forrest and B. Sullivan (all Deloitte) to discuss potential state tax leakage related to gain / (loss) on the liquidation of Kmart Corporation.	\$595.00	1.9	\$1,130.50
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis, M. Schreiber, B. Collins and J. Forrest (all Deloitte) to walk through the tax attribute reduction model and the implications of the scenario provided by PwC and Cleary.	\$595.00	2.4	\$1,428.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/08/2019				
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis (both Deloitte) to discuss the impact of the recently provided TransformCo and RemainCo balance sheet amounts on the taxable income / (loss) in different periods related to the transaction.	\$595.00	2.1	\$1,249.50
Butler, Mike	Meet with J. Allegretti, E. Tzavelis, M. Schreiber (partial), B. Collins (all Deloitte) to discuss the impact of the TransformCo and RemainCo tax basis balance sheets on the tax model, specifically discussing the liquidation of Kmart Corporation.	\$595.00	2.0	\$1,190.00
Collins, Bryan	Meet with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber (partial) (all Deloitte) to discuss the impact of the TransformCo and RemainCo tax basis balance sheets on the tax model, specifically discussing the liquidation of Kmart Corporation.	\$975.00	2.0	\$1,950.00
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber (partial), J. Forrest and B. Sullivan (all Deloitte) to discuss potential state tax leakage related to gain / (loss) on the liquidation of Kmart Corporation.	\$975.00	1.9	\$1,852.50
Collins, Bryan	Meeting with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber, and J. Forrest (all Deloitte) to walk through the tax attribute reduction model and the implications of the scenario provided by PwC and Cleary.	\$975.00	2.4	\$2,340.00
Corrigan, Kevin	Call with B. Sullivan, M. Paxton, M. Huston, J. Espinola (all Deloitte) regarding Kmart Corp. stock basis and tax allocation methodology.	\$595.00	0.5	\$297.50
Corrigan, Kevin	Review procedures for gathering shareholder data of old Kmart Corporation for purposes of state tax stock basis.	\$595.00	1.9	\$1,130.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/08/2019				
Corrigan, Kevin	Analyze Kmart Corporations federal tax stock basis for purposes of assessing state tax stock basis.	\$595.00	2.3	\$1,368.50
Corrigan, Kevin	Analyze Kmart Corporations federal tax stock basis for purposes of assessing state tax stock basis.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Prepare multiple alternatives of a state combined return cash tax exposure model.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Prepare state effective tax rate calculations for Sears, Roebuck & Co, Kmart Corp and Sears Holding Corp and cash tax exposure in separate states attributable to potential litigation claims.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton, M. Huston, K. Corrigan (all Deloitte) regarding Kmart Corp. stock basis and tax allocation methodology.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Meeting with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber, and B. Collins (all Deloitte) to walk through the tax attribute reduction model and the implications of the scenario provided by PwC and Cleary.	\$975.00	2.4	\$2,340.00
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber (partial), B. Collins, and B. Sullivan (all Deloitte) to discuss potential state tax leakage related to gain / (loss) on the liquidation of Kmart Corporation.	\$975.00	1.9	\$1,852.50
Huston, Michael	Call with B. Sullivan, M. Paxton, J. Espinola, K. Corrigan (all Deloitte) regarding Kmart Corp. stock basis and tax allocation methodology.	\$850.00	0.5	\$425.00
Paxton, Michael	Call with B. Sullivan, M. Huston, J. Espinola, K. Corrigan (all Deloitte) regarding Kmart Corp. stock basis and tax allocation methodology.	\$725.00	0.5	\$362.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/08/2019				
Schreiber, Mendy	Meeting with J. Allegretti, M. Butler, E. Tzavelis, B. Collins and J. Forrest (all Deloitte) to walk through the tax attribute reduction model and the implications of the scenario provided by PwC and Cleary.	\$450.00	2.4	\$1,080.00
Schreiber, Mendy	Meet (partial) with J. Allegretti, M. Butler, E. Tzavelis, B. Collins (all Deloitte) to discuss the impact of the TransformCo and RemainCo tax basis balance sheets on the tax model, specifically discussing the liquidation of Kmart Corporation.	\$450.00	0.4	\$180.00
Schreiber, Mendy	Call (partial) with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, J. Forrest and B. Sullivan (all Deloitte) to discuss potential state tax leakage related to gain / (loss) on the liquidation of Kmart Corporation.	\$450.00	0.6	\$270.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber (partial), B. Collins, J. Forrest (all Deloitte) to discuss potential state tax leakage related to gain / (loss) on the liquidation of Kmart Corporation.	\$850.00	1.9	\$1,615.00
Sullivan, Brian	Call with M. Paxton, M. Huston, J. Espinola, K. Corrigan (all Deloitte) regarding Kmart Corp. stock basis and tax allocation methodology.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss certain book amounts and deferred tax adjustments in connection with the RemainCo and TransformCo tax basis balance sheets.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, M. Schreiber (partial), B. Collins, J. Forrest and B. Sullivan (all Deloitte) to discuss potential state tax leakage related to gain / (loss) on the liquidation of Kmart Corporation.	\$850.00	1.9	\$1,615.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/08/2019				
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, M. Schreiber, B. Collins and J. Forrest (all Deloitte) to walk through the tax attribute reduction model and the implications of the scenario provided by PwC and Cleary.	\$850.00	2.4	\$2,040.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler (both Deloitte) to discuss the impact of the recently provided TransformCo and RemainCo balance sheet amounts on the taxable income / (loss) in different periods related to the transaction.	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	Meet with J. Allegretti, M. Butler, M. Schreiber (partial), B. Collins (all Deloitte) to discuss the impact of the TransformCo and RemainCo tax basis balance sheets on the tax model, specifically discussing the liquidation of Kmart Corporation.	\$850.00	2.0	\$1,700.00
04/09/2019				
Ahmadi, Cyavash	Perform settlement of liability research for Nebraska.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Arizona.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for CT.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Idaho.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Illinois.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Kansas.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Kentucky.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Maine.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Montana.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for North Dakota.	\$450.00	0.1	\$45.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/09/2019				
Ahmadi, Cyavash	Perform settlement of liability research for New Hampshire.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for New Mexico.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for New York.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for New York City.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Oregon.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Rhode Island.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Texas.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Utah.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Vermont.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for Wisconsin.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform settlement of liability research for West Virginia.	\$450.00	0.1	\$45.00
Allegretti, Joe	Update the RemainCo tax basis balance sheets.	\$325.00	1.1	\$357.50
Allegretti, Joe	Meeting with M. Butler and E. Tzavelis (both Deloitte) to discuss process and timing for addressing tax basis balance sheet requests from PwC and Cleary.	\$325.00	1.2	\$390.00
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the remaining updates to the RemainCo tax basis balance sheets.	\$325.00	0.5	\$162.50
Allegretti, Joe	Meeting with M. Butler, E. Tzavelis and J. Forrest (all Deloitte) to discuss the distribution in connection with the Kmart Corporation liquidation and the Sears Roebuck worthless stock deduction ahead of call with PwC and Cleary.	\$325.00	0.8	\$260.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/09/2019				
Allegretti, Joe	Call with M. Butler (Deloitte) and the Sears tax team to discuss requests related to the RemainCo tax basis balance sheet.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis and B. Sullivan (all Deloitte) to discuss state tax leakage ahead of call with PwC and Cleary.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, J. Forrest, M. Schreiber, S. Fielding (all Deloitte) to discuss the Company's TransformCo tax basis balance sheet.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, J. Forrest, M. Schreiber, S. Fielding, B. Sullivan (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss Cleary and PwC's open requests and issues related to state tax leakage.	\$325.00	1.5	\$487.50
Butler, Mike	Call with J. Allegretti (Deloitte) and the Sears tax team to discuss requests related to the RemainCo tax basis balance sheet.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis and B. Sullivan (Deloitte) to discuss state tax leakage ahead of call with PwC and Cleary.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, J. Forrest, M. Schreiber, J. Allegretti, S. Fielding (all Deloitte) to discuss the Company's TransformCo tax basis balance sheet.	\$595.00	0.5	\$297.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, J. Forrest, M. Schreiber, S. Fielding, B. Sullivan (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss Cleary and PwC's open requests and issues related to state tax leakage.	\$595.00	1.5	\$892.50
Butler, Mike	Meeting with J. Allegretti and E. Tzavelis (all Deloitte) to discuss process and timing for addressing tax basis balance sheet requests from PwC and Cleary.	\$595.00	1.2	\$714.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/09/2019				
Butler, Mike	Meeting with J. Allegretti, E. Tzavelis and J. Forrest (all Deloitte) to discuss the distribution in connection with the Kmart Corporation liquidation and the Sears Roebuck worthless stock deduction ahead of call with PwC and Cleary.	\$595.00	0.8	\$476.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the remaining updates to the RemainCo tax basis balance sheets and any other open items to provide to Cleary and PwC.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Revisions to state cash tax exposure model per comments and review points from B. Sullivan (Deloitte).	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in California.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in District of Columbia.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Idaho.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Kansas.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Kentucky.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Massachusetts.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Michigan.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Minnesota.	\$595.00	0.2	\$119.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/09/2019				
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Montana.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Nebraska.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in New Hampshire.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in New Jersey.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in New Mexico.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in North Dakota.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Rhode Island.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Texas.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Utah.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Vermont.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in West Virginia.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Review apportionment research pertaining to occasional sale rule in Wisconsin.	\$595.00	0.2	\$119.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/09/2019				
Espinola, Jonathan	Call with J. Allegretti, E. Tzavelis, J. Forrest, M. Schreiber, S. Fielding, B. Sullivan (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss Cleary and PwC's open requests and issues related to state tax leakage.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Draft revisions to state tax attribute reduction model as a result of additional changes to federal taxable income.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Call with C. Hybl and C. Ahmadi (Deloitte) regarding research needed pertaining to sales factor inclusion of Kmart Corp liability settlement gain.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with M. Butler, E. Tzavelis, J. Forrest, M. Schreiber, J. Allegretti (all Deloitte) to discuss the Company's TransformCo tax basis balance sheet.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, J. Forrest, M. Schreiber, B. Sullivan (Deloitte), Weil tax, Cleary tax and PwC tax to discuss Cleary and PwC's open requests and issues related to state tax leakage.	\$595.00	1.5	\$892.50
Forrest, Jonathan	Review section 382(l)(5) interest calculation.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Review ESL NOL wavier request.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Meeting with J. Allegretti, M. Butler, and E. Tzavelis (all Deloitte) to discuss the distribution in connection with the Kmart Corporation liquidation and the Sears Roebuck worthless stock deduction ahead of call with PwC and Cleary.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with M. Butler, E. Tzavelis, M. Schreiber, J. Allegretti, S. Fielding (all Deloitte) to discuss the Company's TransformCo tax basis balance sheet.	\$975.00	0.5	\$487.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/09/2019				
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber, S. Fielding, B. Sullivan (Deloitte), Weil tax, Cleary tax and PwC tax to discuss Cleary and PwC's open requests and issues related to state tax leakage.	\$975.00	1.5	\$1,462.50
Hermanson, Tom	Prepare for meeting with L. Meerschaert, R. Boyle and C. Olsen (all Sears) to discuss possible services for Sears.	\$850.00	1.0	\$850.00
Hermanson, Tom	Meeting with L. Meerschaert, R. Boyle and C. Olsen (all Sears) to discuss possible services for Sears.	\$850.00	1.5	\$1,275.00
Hoffman, David	Call with E. Tzavelis (Deloitte) regarding remainco engagement matters.	\$850.00	0.4	\$340.00
Hybl, Claire	Call with J. Espinola and C. Ahmadi (Deloitte) regarding research needed pertaining to sales factor inclusion of Kmart Corp liability settlement gain.	\$325.00	0.3	\$97.50
Hybl, Claire	Research California on inclusion of Kmart Corp liability settlement gain in the sales factor.	\$325.00	0.4	\$130.00
Hybl, Claire	Research DC on inclusion of Kmart Corp liability settlement gain in the sales factor.	\$325.00	0.4	\$130.00
Hybl, Claire	Research Massachusetts on inclusion of Kmart Corp liability settlement gain in the sales factor.	\$325.00	0.4	\$130.00
Hybl, Claire	Research Michigan on inclusion of Kmart Corp liability settlement gain in the sales factor.	\$325.00	0.3	\$97.50
Hybl, Claire	Research Minnesota on inclusion of Kmart Corp liability settlement gain in the sales factor.	\$325.00	0.3	\$97.50
Hybl, Claire	Research NYC on inclusion of Kmart Corp liability settlement gain in the sales factor.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/09/2019				
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, J. Forrest, S. Fielding, B. Sullivan (Deloitte), Weil tax, Cleary tax and PwC tax to discuss Cleary and PwC's open requests and issues related to state tax leakage.	\$450.00	1.5	\$675.00
Schreiber, Mendy	Call with M. Butler, E. Tzavelis, J. Forrest, J. Allegretti, S. Fielding (all Deloitte) to discuss the Company's TransformCo tax basis balance sheet to be provided to Ernst & Young.	\$450.00	0.5	\$225.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis (Deloitte) to discuss state tax leakage ahead of call with PwC and Cleary	\$850.00	0.3	\$255.00
Sullivan, Brian	Review revised state tax liability projections for short period 2.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, J. Forrest, M. Schreiber, S. Fielding, B. Sullivan (Deloitte), Weil tax, Cleary tax and PwC tax to discuss Cleary and PwC's open requests and issues related to state tax leakage.	\$850.00	1.5	\$1,275.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, B. Sullivan (Deloitte) to discuss state tax leakage ahead of call with PwC and Cleary.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Meeting with J. Allegretti, M. Butler, and J. Forrest (all Deloitte) to discuss the distribution in connection with the Kmart Corporation liquidation and the Sears Roebuck worthless stock deduction ahead of our call with PwC and Cleary.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Meeting with M. Butler, J. Allegretti (all Deloitte) to discuss process and timing for addressing tax basis balance sheet requests from PwC and Cleary.	\$850.00	1.2	\$1,020.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
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Tax Restructuring Services

04/09/2019

Tzavelis, Elias	Call with M. Butler, J. Forrest, M. Schreiber, J. Allegretti, S. Fielding (all Deloitte) to discuss the Company's TransformCo tax basis balance sheet to be provided to Ernst & Young.	\$850.00	0.5	\$425.00
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04/10/2019

Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for ID.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for IL.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for KS.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for KY.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for MA.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for ME.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for MI.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for MN.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for MT.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for ND.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for NE.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for NH.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for NJ.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for NM.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for NY.	\$450.00	0.1	\$45.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/10/2019				
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for NYC.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for OR.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for RI.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for Texas.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for UT.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for VT.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for WI.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for WV.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for AK.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for AZ.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for CA.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for CT.	\$450.00	0.1	\$45.00
Ahmadi, Cyavash	Perform Treasury Regulation Section 1.1502-13 conformity research for DC.	\$450.00	0.1	\$45.00
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss updates to the tax attribute reduction model for the latest RemainCo tax basis balance sheet and the taxable asset sale scenario.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis (both Deloitte), L. Meerschaert, C. Olsen and D. Meyer (Sears) to discuss the final updates to the RemainCo tax basis balance sheet.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/10/2019				
Allegretti, Joe	Call with B. Sullivan, M. Paxton, J. Espinola, J. Forrest (all partial), M. Butler, E. Tzavelis, S. Fielding (all Deloitte) to discuss the impact of a taxable asset sale.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, J. Forrest, B. Collins (partial), M. Paxton and B. Sullivan (all Deloitte) to discuss potential state tax exposure with respect to the updated RemainCo numbers.	\$325.00	1.2	\$390.00
Allegretti, Joe	Update the tax attribute reduction model to reflect a taxable asset sale and formatting the Excel file.	\$325.00	2.4	\$780.00
Allegretti, Joe	Update the transaction timeline.	\$325.00	0.5	\$162.50
Allegretti, Joe	Update the transaction and model assumptions.	\$325.00	1.8	\$585.00
Butler, Mike	Review the revised US federal income tax model.	\$595.00	2.5	\$1,487.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis (Deloitte), L. Meerschaert, C. Olsen and D. Meyer (Sears tax) to discuss the final updates to the RemainCo tax basis balance sheet.	\$595.00	0.3	\$178.50
Butler, Mike	Call with B. Sullivan, M. Paxton, J. Espinola, J. Forrest (all partial), E. Tzavelis, S. Fielding, J. Allegretti (all Deloitte) to discuss the impact of a taxable asset sale.	\$595.00	1.2	\$714.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, J. Forrest, B. Collins (partial), M. Paxton and B. Sullivan to discuss potential state tax exposure with respect to the updated RemainCo numbers.	\$595.00	1.2	\$714.00
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss updates to the tax attribute reduction model for the latest RemainCo tax basis balance sheet and the taxable asset sale scenario.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/10/2019				
Collins, Bryan	Call with E. Tzavelis, S. Fielding and B. Sullivan (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$975.00	0.3	\$292.50
Collins, Bryan	Call (partial) with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, M. Paxton and B. Sullivan (all Deloitte) to discuss potential state tax exposure with respect to the updated RemainCo numbers.	\$975.00	0.8	\$780.00
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding and B. Sullivan (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$975.00	0.4	\$390.00
Corrigan, Kevin	Prepare the estimated tax basis balance sheets for Kmart of Michigan and Kmart of overseas as of Kmart's emergence date.	\$595.00	2.3	\$1,368.50
Corrigan, Kevin	Compare tax stock basis of Kmart of Michigan and Kmart Overseas pursuant to 2004 bankruptcy model to estimated tax basis balance sheets.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Continue to compare tax stock basis of Kmart of Michigan and Kmart Overseas pursuant to 2004 bankruptcy model to estimated tax basis balance sheets.	\$595.00	2.4	\$1,428.00
Espinola, Jonathan	Review and revise draft updates by staff to cash tax model for ESL transaction.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Review Texas research pertaining to Worthless Stock Deduction inclusion and draft response regarding same to M. Paxton (Deloitte).	\$595.00	0.5	\$297.50
Espinola, Jonathan	Prepare combined and separate state cash tax model for asset sale per updated federal tax model.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Continue updating state cash tax exposure model for short period 2.	\$595.00	1.9	\$1,130.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/10/2019				
Espinola, Jonathan	Draft revisions to combined state cash tax model for ESL transaction per updated federal tax model.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Draft revisions to state combined and separate cash tax models per review comments from M. Paxton (Deloitte).	\$595.00	1.7	\$1,011.50
Espinola, Jonathan	Call (partial) with B. Sullivan, M. Paxton, J. Forrest (all partial), M. Butler, E. Tzavelis, S. Fielding, J. Allegretti (all Deloitte) to discuss the impact of a taxable asset sale.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Forrest, E. Tzavelis, B. Collin and B. Sullivan (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, B. Collin, and B. Sullivan (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Review the attribute reduction model.	\$975.00	1.8	\$1,755.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collin, S. Fielding and B. Sullivan (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call (partial) with B. Sullivan, M. Paxton, J. Espinola (all partial), M. Butler, E. Tzavelis, S. Fielding, J. Allegretti (all Deloitte) to discuss the impact of a taxable asset sale.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins (partial), M. Paxton and B. Sullivan to discuss potential state tax exposure with respect to the updated RemainCo numbers.	\$975.00	1.2	\$1,170.00
Hoffman, David	Call with T. Hermanson, E. Tzavelis, and S. Fielding (Deloitte) regarding scope of additional work related review of scope list.	\$850.00	1.3	\$1,105.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/10/2019				
Paxton, Michael	Review state asset sale model.	\$725.00	2.2	\$1,595.00
Paxton, Michael	Review outputs of latest federal model to understand state implications.	\$725.00	0.9	\$652.50
Paxton, Michael	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, B. Collins (partial), and B. Sullivan (all Deloitte) to discuss potential state tax exposure with respect to the updated RemainCo numbers.	\$725.00	1.2	\$870.00
Paxton, Michael	Call (partial) with B. Sullivan, J. Espinola, J. Forrest (all partial), M. Butler, E. Tzavelis, S. Fielding, J. Allegretti (all Deloitte) to discuss the impact of a taxable asset sale.	\$725.00	0.5	\$362.50
Shrestha, Rosy	Prepare multiple state cash tax models based on multiple federal tax models and outputs.	\$325.00	3.1	\$1,007.50
Sullivan, Brian	Call with E. Tzavelis, B. Collin, S. Fielding (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust	\$850.00	0.3	\$255.00
Sullivan, Brian	Call (partial) with M. Paxton, J. Espinola, J. Forrest (all partial), M. Butler, E. Tzavelis, S. Fielding, J. Allegretti (all Deloitte) to discuss the impact of a taxable asset sale.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, B. Collins (partial), M. Paxton (all Deloitte) to discuss potential state tax exposure with respect to the updated RemainCo numbers.	\$850.00	1.2	\$1,020.00
Sullivan, Brian	Call with J. Forrest, E. Tzavelis, B. Collin, S. Fielding (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$850.00	0.4	\$340.00
Sullivan, Brian	Review revised state cash tax modeling for asset sale vs. ESL transaction.	\$850.00	2.2	\$1,870.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/10/2019				
Tzavelis, Elias	Call with B. Collin, S. Fielding and B. Sullivan (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with B. Sullivan, M. Paxton, J. Espinola, J. Forrest (all partial), M. Butler, S. Fielding, J. Allegretti (all Deloitte) to discuss the impact of a taxable asset sale.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler (Deloitte), L. Meerschaert, C. Olsen and D. Meyer (Sears tax) to discuss the final updates to the RemainCo tax basis balance sheet.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, J. Forrest, B. Collins (partial), M. Paxton and B. Sullivan to discuss potential state tax exposure with respect to the updated RemainCo numbers.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with J. Forrest, B. Collin, S. Fielding and B. Sullivan (Deloitte) to discuss the federal and state tax treatment of a potential liquidating trust.	\$850.00	0.4	\$340.00
04/11/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to walk through the tax attribute reduction model for the scenario being discussed with PwC and Cleary and updating related to Sears Brands and Kmart Corporation.	\$325.00	1.5	\$487.50
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, B. Collins (partial), J. Forrest, M. Schreiber, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss timing of follow-up requests from call with Weil, Cleary and PwC.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/11/2019				
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, M. Paxton, J. Espinola (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$325.00	2.5	\$812.50
Allegretti, Joe	Call with M. Butler (Deloitte), Weil tax, Cleary tax, and Sears tax to discuss Sears Roebuck de Puerto Rico, Inc. and its conversion to a limited liability company.	\$325.00	0.5	\$162.50
Allegretti, Joe	Analyze latest scenario email sent by Cleary and PwC to identify whether tax attribute reduction model is complete and compare values to the ones used in the model.	\$325.00	0.6	\$195.00
Butler, Mike	Review state tax asset sale analysis and equity values provided by Cleary.	\$595.00	0.6	\$357.00
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, M. Paxton, J. Espinola (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$595.00	2.5	\$1,487.50
Butler, Mike	Review revised US federal income tax model.	\$595.00	2.6	\$1,547.00
Butler, Mike	Call with J. Allegretti (Deloitte), Weil tax, Cleary tax, and Sears tax to discuss Sears Roebuck de Puerto Rico, Inc. and its conversion to a limited liability company.	\$595.00	0.5	\$297.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins (partial), J. Forrest, M. Schreiber, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/11/2019				
Butler, Mike	Call with M. Butler, J. Allegretti, E. Tzavelis, M. Browning (all Deloitte), L. Meerschaert and C. Olsen (Sears tax) to discuss the TransformCo tax basis balance sheet for their review.	\$595.00	1.5	\$892.50
Chatten, Colin	Retrieve loan agreement for intercompany loan between Sears Holdings Corporation and Sears, Roebuck & Co.	\$325.00	0.9	\$292.50
Collins, Bryan	Call (partial) with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, M. Schreiber, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, M. Schreiber, B. Sullivan, M. Paxton, J. Espinola (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$975.00	2.5	\$2,437.50
Corrigan, Kevin	Analyze Kmart Bankruptcy disclosure for use in state tax basis calculation.	\$595.00	2.4	\$1,428.00
Espinola, Jonathan	Additional revisions to state cash tax model per federal tax updated model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, M. Paxton, (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$595.00	2.5	\$1,487.50
Espinola, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins (partial), J. Forrest, M. Schreiber, B. Sullivan, and M. Paxton (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/11/2019				
Espinola, Jonathan	Draft revisions to cash tax model for ESL and asset sale transactions per B. Sullivan's (Deloitte) review points.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Additional revisions to cash tax model comparing asset sales to ESL transaction.	\$595.00	1.8	\$1,071.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins (partial), J. Forrest, M. Schreiber, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, M. Paxton, J. Espinola (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$595.00	2.5	\$1,487.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins (partial), M. Schreiber, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan, M. Paxton, J. Espinola (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$975.00	2.5	\$2,437.50
Paxton, Michael	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins (partial), J. Forrest, M. Schreiber, B. Sullivan, and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$725.00	0.5	\$362.50
Paxton, Michael	Review state asset sale model.	\$725.00	2.3	\$1,667.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/11/2019				
Paxton, Michael	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$725.00	2.5	\$1,812.50
Schreiber, Mendy	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins (partial), J. Forrest, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Sullivan, M. Paxton, J. Espinola (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications	\$450.00	2.5	\$1,125.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins (partial), J. Forrest, M. Schreiber, M. Paxton and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, M. Paxton, J. Espinola (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$850.00	2.5	\$2,125.00
Sullivan, Brian	Review revised state tax cash exposure for asset sale projection model.	\$850.00	0.7	\$595.00
Sullivan, Brian	Review revised state tax cash liability projection for ESL transaction model.	\$850.00	1.1	\$935.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/11/2019				
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Collins (partial), J. Forrest, M. Schreiber, B. Sullivan, M. Paxton and J. Espinola (all Deloitte) to discuss internally on timing of follow-up requests from call with Weil, Cleary and PwC.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, M. Paxton, J. Espinola (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and state tax implications.	\$850.00	2.5	\$2,125.00
04/12/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax model for the Sears Roebuck worthless stock deduction and Treasury Regulation Section 1.1502-36(c).	\$325.00	2.6	\$845.00
Allegretti, Joe	Call with E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan (all partial), J. Forrest, B. Baily, J. Espinola, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$325.00	1.4	\$455.00
Allegretti, Joe	Call with M. Butler and E. Tzavelis (both Deloitte) to walk through the tax modeling scenarios with and without the reduction in Kmart Corporation's stock basis.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with M. Butler and K. Corrigan (both Deloitte) to discuss the tiering of the net positive adjustments and certain disconformity amounts per the stock basis study.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis and S. Fielding (all Deloitte) to discuss taxable asset sale with state team.	\$325.00	0.8	\$260.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/12/2019				
Allegretti, Joe	Call with M. Butler, E. Tzavelis, B. Sullivan and M. Schreiber (all Deloitte) to discuss the state tax implications of the taxable asset sale with the updated equity value provided by Cleary and PwC.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, J. Forrest, B. Collins (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss certain transaction assumptions and potential updates for tax attribute reduction modeling.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, M. Schreiber (all Deloitte) and the Sears tax team to discuss certain items related to RemainCo and TransformCo.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, M. Schreiber (all Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the supporting data behind the TransformCo and RemainCo tax basis balance sheet calculations.	\$325.00	1.0	\$325.00
Allegretti, Joe	Create taxable asset sale scenario for the state tax team to use for their state analysis.	\$325.00	0.8	\$260.00
Baily, Brianna	Call with E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan (all partial), J. Allegretti, J. Forrest, J. Espinola, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$595.00	1.4	\$833.00
Butler, Mike	Review and update taxable asset sale analysis.	\$595.00	0.9	\$535.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, J. Forrest, B. Collins (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss certain transaction assumptions and potential updates for tax attribute reduction modeling.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/12/2019				
Butler, Mike	Call with J. Allegretti and E. Tzavelis (both Deloitte) to walk through the tax modeling scenarios with and without the reduction in Kmart Corporation's stock basis.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti and K. Corrigan (both Deloitte) to discuss the tiering of the net positive adjustments and certain disconformity amounts per the stock basis study.	\$595.00	0.2	\$119.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis and S. Fielding (all Deloitte) to regroup on the taxable asset sale with state team.	\$595.00	0.8	\$476.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, M. Schreiber (Deloitte) and the Sears tax team to discuss certain items related to RemainCo and TransformCo.	\$595.00	3.0	\$1,785.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, M. Schreiber (all Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the supporting data behind the TransformCo and RemainCo tax basis balance sheet calculations.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for the scenario provided by Cleary and for the worthless stock deduction at Sears, Roebuck & Co.	\$595.00	1.0	\$595.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax model for the Sears Roebuck worthless stock deduction and Treasury Regulation Section 1.1502-36(c).	\$595.00	2.6	\$1,547.00
Butler, Mike	Call with E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan (all partial), J. Allegretti, J. Forrest, B. Baily, J. Espinola, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$595.00	1.4	\$833.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/12/2019				
Collins, Bryan	Call with E. Tzavelis, M. Schreiber (partial) (all Deloitte), and M. Hoenig (Weil) to discuss potential state and federal tax leakage.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest (Deloitte), Weil tax, Cleary tax and PwC tax to discuss certain transaction assumptions and potential updates for tax attribute reduction modeling.	\$975.00	0.4	\$390.00
Collins, Bryan	Call (partial) with E. Tzavelis, M. Schreiber, B. Sullivan (all partial), J. Allegretti, J. Forrest, B. Baily, J. Espinola, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$975.00	0.9	\$877.50
Corrigan, Kevin	Call with J. Allegretti and M. Butler (both Deloitte) to discuss the tiering of the net positive adjustments and certain disconformity amounts per the stock basis study.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan (all partial), J. Allegretti, J. Forrest, B. Baily, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$595.00	1.4	\$833.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber (Deloitte) and the Sears tax team to discuss certain items related to RemainCo and TransformCo.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Schreiber (all Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the supporting data behind the TransformCo and RemainCo tax basis balance sheet calculations.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/12/2019				
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, J. Forrest, B. Collins (Deloitte), Weil tax, Cleary tax and PwC tax to discuss certain transaction assumptions and potential updates for tax attribute reduction modeling.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis (all Deloitte) to regroup on the taxable asset sale with our state team and also discuss the scenarios to provide to Cleary and PwC.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan (all partial), J. Allegretti, J. Forrest, B. Baily, J. Espinola, M. Butler and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$595.00	1.4	\$833.00
Forrest, Jonathan	Review draft tax opinion provided by Cleary concluding that certain emergence transactions will qualify as reorganizations within the meaning of IRC section 368(a).	\$975.00	1.7	\$1,657.50
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan (all partial), J. Allegretti, B. Baily, J. Espinola, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$975.00	1.4	\$1,365.00
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins (Deloitte), Weil tax, Cleary tax and PwC tax to discuss certain transaction assumptions and potential updates for tax attribute reduction modeling.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/12/2019				
Paxton, Michael	Call with E. Tzavelis, B. Collins, M. Schreiber, B. Sullivan (all partial), J. Allegretti, J. Forrest, B. Baily, J. Espinola, M. Butler and S. Fielding (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$725.00	1.4	\$1,015.00
Schreiber, Mendy	Call (partial) with E. Tzavelis, B. Collins, B. Sullivan (all partial), J. Allegretti, J. Forrest, B. Baily, J. Espinola, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$450.00	0.9	\$405.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding (Deloitte) and the Sears tax team to discuss certain items related to RemainCo and TransformCo that would be discussed on the upcoming call with Cleary and PwC.	\$450.00	0.3	\$135.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding (all Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the supporting data behind the TransformCo and RemainCo tax basis balance sheet calculations.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Call (partial) with B. Collins, E. Tzavelis (all Deloitte), and M. Hoenig (Weil) to discuss potential state and federal tax leakage.	\$450.00	0.7	\$315.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis and M. Schreiber (all Deloitte) to discuss the state tax implications of the taxable asset sale with the updated equity value provided by Cleary and PwC.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/12/2019				
Sullivan, Brian	Call (partial) with E. Tzavelis, B. Collins, M. Schreiber (all partial), J. Allegretti, J. Forrest, B. Baily, J. Espinola, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$850.00	1.0	\$850.00
Sullivan, Brian	Review state tax liability projection model for various scenarios including asset sale, ESL transaction with worthless stock deductions for Kmart and Sears Roebuck for state tax purposes only	\$850.00	2.6	\$2,210.00
Tzavelis, Elias	Call with B. Collins, M. Schreiber (partial) (all Deloitte), and M. Hoenig (Weil) to discuss potential state and federal tax leakage.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler (both Deloitte) to walk through the tax modeling scenarios with and without the reduction in Kmart Corporation's stock basis.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, J. Forrest, B. Collins (Deloitte), Weil tax, Cleary tax and PwC tax to discuss certain transaction assumptions and potential updates for tax attribute reduction modeling.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, and S. Fielding (all Deloitte) to regroup on the taxable asset sale with state team.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, , S. Fielding, M. Schreiber (all Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the supporting data behind the TransformCo and RemainCo tax basis balance sheet calculations.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/12/2019				
Tzavelis, Elias	Call with J. Allegretti, M. Butler, B. Sullivan and M. Schreiber (all Deloitte) to discuss the state tax implications of the taxable asset sale with the updated equity value provided by Cleary and PwC.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call (partial) with B. Collins, M. Schreiber, B. Sullivan (all partial), J. Allegretti, J. Forrest, B. Baily, J. Espinola, M. Butler, S. Fielding and M. Paxton (all Deloitte) to discuss the state and federal impact of specific worthless stock.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Schreiber (Deloitte) and the Sears tax team to discuss certain items related to RemainCo and TransformCo that would be discussed on the upcoming call with Cleary and PwC.	\$850.00	0.3	\$255.00
04/13/2019				
Allegretti, Joe	Draft footnotes and format tax attribute reduction model outputs summarizing alternative emergence transaction scenarios.	\$325.00	0.6	\$195.00
Allegretti, Joe	Prepare detailed tax basis balance sheet for Sears, Roebuck & Co. based on the detail provided by the Sears tax team.	\$325.00	3.7	\$1,202.50
Allegretti, Joe	Prepare tax basis balance sheet for Sears Holdings Corporation with the information provided by the Sears tax team.	\$325.00	2.3	\$747.50
Allegretti, Joe	Update the Treasury Regulation Section 1.1502-36(c) calculation to calculate both actual and tentative amounts for each entity.	\$325.00	0.8	\$260.00
Butler, Mike	Review and update taxable asset sale summary for three different scenarios	\$595.00	2.2	\$1,309.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/13/2019				
Sullivan, Brian	Review revised state tax model and assumptions for various transaction scenarios.	\$850.00	2.3	\$1,955.00
04/14/2019				
Allegretti, Joe	Update and recreate the transaction timeline in the scenarios.	\$325.00	0.7	\$227.50
Baily, Brianna	Review updated Sears tax attribute model and timeline.	\$595.00	0.6	\$357.00
Butler, Mike	Review updated tax attribute reduction model output deliverables and footnotes.	\$595.00	2.3	\$1,368.50
Collins, Bryan	Review Cleary tax opinion regarding whether certain emergence transactions will qualify as a reorganization within the meaning of IRC section 368(a).	\$975.00	1.4	\$1,365.00
Forrest, Jonathan	Review modeling scenarios and assumptions.	\$975.00	1.1	\$1,072.50
Sullivan, Brian	Review summary of state tax scenarios and draft assumptions.	\$850.00	1.3	\$1,105.00
04/15/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss and update the RemainCo tax basis balance sheet to prepare to send to PwC and Cleary ahead of discussion.	\$325.00	2.3	\$747.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss and walk through the updated Treasury Regulation Section 1.1502-36 (c) calculation on an entity-by-entity basis.	\$325.00	1.2	\$390.00
Allegretti, Joe	Call with M. Butler (Deloitte) and Sears tax and accounting team to discuss necessary adjustments to be made to the RemainCo tax basis balance sheets as of March 2, 2019.	\$325.00	0.6	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (all Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola and M. Paxton (all Deloitte) to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, B. Sullivan and M. Paxton (all Deloitte) to discuss the probable tax modeling scenarios, assumptions and federal and state tax impact.	\$325.00	1.6	\$520.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, J. Forrest, M. Butler (all Deloitte) to discuss deliverable summarizing tax attribute reduction model outputs and tax implications of alternative emergence transaction scenarios	\$325.00	0.4	\$130.00
Allegretti, Joe	Update the Treasury Regulation Section 1.1502-36(c) calculation and finalize the RemainCo tax basis balance sheets.	\$325.00	0.5	\$162.50
Baily, Brianna	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, J. Forrest, J. Allegretti (all Deloitte) to discuss deliverable summarizing tax attribute reduction model outputs and tax implications of alternative emergence transaction scenarios	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Allegretti (Deloitte) and Sears tax and accounting team to discuss adjustments to be made to the RemainCo tax basis balance sheets as of March 2, 2019.	\$595.00	0.6	\$357.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts	\$595.00	1.0	\$595.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$595.00	1.0	\$595.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, B. Sullivan and M. Paxton (all Deloitte) to discuss the probable tax modeling scenarios, assumptions and federal and state tax impact.	\$595.00	1.6	\$952.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss and update the RemainCo tax basis balance sheet.	\$595.00	2.3	\$1,368.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss and walk through the updated Treasury Regulation Section 1.1502-36 (c) calculation on an entity-by-entity basis.	\$595.00	1.2	\$714.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, B. Collins, J. Forrest, M. Butler, and J. Allegretti (all Deloitte) to discuss deliverable summarizing tax attribute reduction model outputs and tax implications of alternative emergence transaction scenarios.	\$325.00	0.4	\$130.00
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impact.	\$975.00	1.0	\$975.00
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$975.00	1.0	\$975.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, M. Butler, and J. Allegretti (all Deloitte) to discuss deliverable summarizing tax attribute reduction model outputs and tax implications of alternative emergence transaction scenarios.	\$975.00	0.4	\$390.00
Espinola, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, B. Collins, J. Forrest, M. Butler, and J. Allegretti (all Deloitte) to discuss deliverable summarizing tax attribute reduction model outputs and tax implications of alternative emergence transaction scenarios	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, J. Forrest (all Deloitte) and S. Goldring (Weil) to discuss the tax treatment of a worthless stock deduction verse reattribute election for Sears Roebuck.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, J. Forrest, B. Collins (all Deloitte) and S. Goldring (Weil) to discuss the tax treatment of a worthless stock deduction verse reattribute election for Sears Roebuck.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Sullivan and M. Paxton (all Deloitte) to discuss the probable tax modeling scenarios, assumptions and federal and state tax impact.	\$595.00	1.6	\$952.00
Forrest, Jonathan	Review issues related to emergence scenarios, application of 1.1502-36 and treatment of guarantees.	\$975.00	2.1	\$2,047.50
Forrest, Jonathan	Meet with C. Gibian (Deloitte) to discuss payment on guarantee and timing of deductions.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, B. Baily, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, M. Schreiber, B. Sullivan, J. Espinola and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding (all Deloitte) and S. Goldring (Weil) to discuss the tax treatment of a worthless stock deduction verse reattribute election for Sears Roebuck.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, M. Butler, and J. Allegretti (all Deloitte) to discuss deliverable summarizing tax attribute reduction model outputs and tax implications of alternative emergence transaction scenarios.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, B. Collins, S. Fielding (all Deloitte) and S. Goldring (Weil) to discuss the tax treatment of a worthless stock deduction verse reattribute election for Sears Roebuck.	\$975.00	0.6	\$585.00
Gibian, Craig	Meeting with J. Forrest (Deloitte) to discuss payment on guarantee and timing of deductions.	\$975.00	0.4	\$390.00
Paxton, Michael	Update state analysis for new short period 1 and short period 2 income/loss.	\$725.00	2.5	\$1,812.50
Paxton, Michael	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan (all Deloitte) to discuss the probable tax modeling scenarios, assumptions and federal and state tax impact.	\$725.00	1.6	\$1,160.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Paxton, Michael	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, J. Espinola (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$725.00	1.0	\$725.00
Paxton, Michael	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$725.00	1.0	\$725.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, B. Sullivan, J. Espinola and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, B. Baily, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$450.00	1.0	\$450.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, J. Forrest, M. Schreiber, J. Espinola and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$850.00	1.0	\$850.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, and M. Paxton (all Deloitte) to discuss the probable tax modeling scenarios, assumptions and federal and state tax impact.	\$850.00	1.6	\$1,360.00
Sullivan, Brian	Revise state tax liability projections for various scenarios.	\$850.00	2.5	\$2,125.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Sullivan, J. Espinola and M. Paxton to discuss the different tax scenarios and assumptions related to Kmart Corporation and Sears Roebuck.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Sullivan and M. Paxton (all Deloitte) to discuss the probable tax modeling scenarios, assumptions and federal and state tax impact.	\$850.00	1.6	\$1,360.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, B. Collins, J. Forrest, M. Butler, and J. Allegretti (all Deloitte) to discuss deliverable summarizing tax attribute reduction model outputs and tax implications of alternative emergence transaction scenarios	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Collins, J. Forrest, B. Baily, M. Schreiber, B. Sullivan, J. Espinola, M. Paxton (Deloitte), Weil tax, PwC tax and Cleary tax to discuss updated tax assumptions and federal and state impacts.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/15/2019				
Tzavelis, Elias	Call with J. Forrest, B. Collins, S. Fielding (all Deloitte) and S. Goldring (Weil) to discuss the tax treatment of a worthless stock deduction verse reattribute election for Sears Roebuck.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Forrest, S. Fielding (all Deloitte) and S. Goldring (Weil) to discuss the tax treatment of a worthless stock deduction verse reattribute election for Sears Roebuck.	\$850.00	0.4	\$340.00
04/16/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the RemainCo tax basis balance sheet for updates stemming from the discussions with the Sears tax team, primarily related to tax deductions.	\$325.00	0.7	\$227.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to walk through the tax attribute reduction model updates related to the Sears Roebuck worthless stock deduction and the reduction of Kmart Corporation's stock basis.	\$325.00	2.1	\$682.50
Allegretti, Joe	Call with M. Butler (Deloitte), L. Meerschaert, C. Olsen and D. Meyer (all Sears) to discuss certain adjustments to the RemainCo tax basis balance sheet and the tax modeling.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis and S. Fielding (all Deloitte) to discuss the tax attribute reduction model outputs and transaction analysis assumptions.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, B. Sullivan and M. Paxton (all Deloitte) to walk through the three tax modeling scenarios, specifically related to the Sears Brands IP, and the state and federal tax implications.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins, B. Baily, M. Schreiber (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$325.00	1.4	\$455.00
Allegretti, Joe	Call with M. Butler, E. Tzavelis, S. Fielding, J. Forrest, B. Collins, M. Schreiber (all Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the updated RemainCo tax basis balance sheet and other outstanding requests.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton (partial), B. Collins, M. Schreiber (all Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impac	\$325.00	1.1	\$357.50
Allegretti, Joe	Update the tax attribute reduction model outputs ahead of call with PwC and Cleary.	\$325.00	0.5	\$162.50
Baily, Brianna	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$595.00	1.4	\$833.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Baily, Brianna	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins (partial), M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$595.00	0.9	\$535.50
Butler, Mike	Call with J. Allegretti (Deloitte), L. Meerschaert, C. Olsen and D. Meyer (all Sears) to discuss certain adjustments to the RemainCo tax basis balance sheet and the tax modeling.	\$595.00	0.3	\$178.50
Butler, Mike	Meeting with J. Allegretti (all Deloitte) to walk through the tax attribute reduction model updates related to the Sears Roebuck worthless stock deduction and the reduction of Kmart Corporation's stock basis.	\$595.00	2.1	\$1,249.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis and S. Fielding (all Deloitte) to discuss the tax attribute reduction model outputs and transaction analysis assumptions.	\$595.00	0.7	\$416.50
Butler, Mike	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary	\$595.00	0.9	\$535.50
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, B. Sullivan and M. Paxton to walk through the three tax modeling scenarios, specifically related to the Sears Brands IP, and the state and federal tax implications.	\$595.00	0.4	\$238.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton (partial), B. Collins, M. Schreiber (Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impact.	\$595.00	1.1	\$654.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, J. Forrest, B. Collins, M. Schreiber (Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the updated RemainCo tax basis balance sheet and other outstanding requests.	\$595.00	1.0	\$595.00
Butler, Mike	Call with J. Allegretti, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$595.00	1.4	\$833.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the RemainCo tax basis balance sheet for updates stemming from the discussions with the Sears tax team, primarily related to tax deductions.	\$595.00	0.7	\$416.50
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, M. Schreiber (Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the updated RemainCo tax basis balance sheet and other outstanding requests.	\$975.00	1.0	\$975.00
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton (partial), M. Schreiber (Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impact.	\$975.00	1.1	\$1,072.50
Collins, Bryan	Call (partial) with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$975.00	0.6	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Collins, Bryan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$975.00	1.4	\$1,365.00
Collins, Bryan	Review draft opinion and representation letter.	\$975.00	1.4	\$1,365.00
Corrigan, Kevin	Testing federal stock basis inputs' impact on state stock basis in software.	\$595.00	2.0	\$1,190.00
Corrigan, Kevin	Modify federal tax basis information for use in state tax basis analysis.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Research dividends received deduction and elimination treatment of distribution out of earnings and profits and in excess of stock basis in California.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research dividends received deduction and elimination treatment of distribution out of earnings and profits and in excess of stock basis in District of Columbia.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research dividends received deduction and elimination treatment of distribution out of earnings and profits and in excess of stock basis in Idaho.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research dividends received deduction and elimination treatment of distribution out of earnings and profits and in excess of stock basis in Kansas.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research dividends received deduction and elimination treatment of distribution out of earnings and profits and in excess of stock basis in Kentucky.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research dividends received deduction and elimination treatment of distribution out of earnings and profits and in excess of stock basis in Michigan.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Espinola, Jonathan	Research dividends received deduction and elimination treatment of distribution out of earnings and profits and in excess of stock basis in Minnesota.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Draft revisions to state cash tax model based on updated federal outputs.	\$595.00	2.0	\$1,190.00
Espinola, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Forrest, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$595.00	0.9	\$535.50
Espinola, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Forrest, B. Collins, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$595.00	1.4	\$833.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Sullivan, M. Paxton (partial), B. Collins, M. Schreiber (Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impact.	\$595.00	1.1	\$654.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$595.00	1.4	\$833.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, J. Forrest, B. Collins, M. Schreiber (Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the updated RemainCo tax basis balance sheet and other outstanding requests.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis (all Deloitte) to discuss the tax attribute reduction model outputs and transaction analysis assumptions.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Sullivan and M. Paxton (all Deloitte) to walk through the three tax modeling scenarios, specifically related to the Sears Brands IP, and the state and federal tax implications.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Review technical issues related to worthless stock deductions.	\$975.00	1.6	\$1,560.00
Forrest, Jonathan	Review issues related to treatment of guarantees and timing of loss.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, B. Collins, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$975.00	1.4	\$1,365.00
Forrest, Jonathan	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Collins, M. Schreiber (Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the updated RemainCo tax basis balance sheet and other outstanding requests.	\$975.00	1.0	\$975.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Jerwick, Erika	Research matrix for Nebraska treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	0.8	\$476.00
Jerwick, Erika	Research matrix for New Mexico treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	0.8	\$476.00
Jerwick, Erika	Research matrix for Rhode Island treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	0.8	\$476.00
Jerwick, Erika	Research matrix for Texas tax treatment of dividend / DRD.	\$595.00	0.7	\$416.50
Jerwick, Erika	Research matrix for Utah treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	0.7	\$416.50
Jerwick, Erika	Research matrix for Vermont treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	0.8	\$476.00
Jerwick, Erika	Research matrix for West Virginia treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	1.1	\$654.50
Jerwick, Erika	Research Matrix for New Hampshire treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	1.2	\$714.00
Jerwick, Erika	Research Matrix for North Dakota treatment of dividends received deduction and elimination treatment of distribution out of earnings and profits.	\$595.00	0.8	\$476.00
Paxton, Michael	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, J. Forrest, B. Collins, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$725.00	1.4	\$1,015.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Paxton, Michael	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan (all Deloitte) to walk through the three tax modeling scenarios, specifically related to the Sears Brands IP, and the state and federal tax implications.	\$725.00	0.4	\$290.00
Paxton, Michael	Call (partial) with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, B. Collins, M. Schreiber (Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impact.	\$725.00	0.1	\$72.50
Paxton, Michael	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, J. Espinola, J. Forrest, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$725.00	0.9	\$652.50
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, J. Forrest, B. Collins (Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the updated RemainCo tax basis balance sheet and other outstanding requests.	\$450.00	1.0	\$450.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins, B. Baily (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$450.00	1.4	\$630.00
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins (partial), B. Baily (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$450.00	0.9	\$405.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Schreiber, Mendy	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, B. Sullivan, M. Paxton (partial), B. Collins (Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impact.	\$450.00	1.1	\$495.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, M. Paxton (partial), B. Collins, M. Schreiber (Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impact.	\$850.00	1.1	\$935.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, M. Paxton, J. Espinola, J. Forrest, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss on call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$850.00	0.9	\$765.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, M. Paxton, J. Espinola, J. Forrest, B. Collins, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$850.00	1.4	\$1,190.00
Sullivan, Brian	Call with J. Allegretti, M. Butler, E. Tzavelis, S. Fielding, and M. Paxton (all Deloitte) to walk through the three tax modeling scenarios, specifically related to the Sears Brands IP, and the state and federal tax implications.	\$850.00	0.4	\$340.00
Sullivan, Brian	Review tax research of state dividend received deductions in combined returns.	\$850.00	0.4	\$340.00
Sullivan, Brian	Review revised state tax model.	\$850.00	1.1	\$935.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Sullivan, Brian	Review research regarding state tax treatment of Kmart distribution impact on tax basis and IRC 301(c)(3) conformity in states that do not adopt the federal consolidated regulations.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Sullivan and M. Paxton (all Deloitte) to walk through the three tax modeling scenarios, specifically related to the Sears Brands IP, and the state and federal tax implications.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Sullivan and M. Paxton to walk through the three tax modeling scenarios, specifically related to the Sears Brands IP, and the state and federal tax implications.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins (partial), B. Baily, M. Schreiber (Deloitte) to discuss call with Unsecured Creditors Committee and ahead of the call with Cleary and PwC.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Sullivan, M. Paxton, J. Espinola, J. Forrest, B. Collins, B. Baily, M. Schreiber (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the updated model outputs and assumptions.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, J. Forrest, B. Collins, M. Schreiber (Deloitte), Sears tax, Weil tax, Cleary tax and PwC tax to discuss the updated RemainCo tax basis balance sheet and other outstanding requests.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/16/2019				
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Sullivan, M. Paxton (partial), B. Collins, M. Schreiber (Deloitte), FTI Consulting, Akin tax and Weil tax to discuss the tax model outputs and assumptions and state and federal tax impact.	\$850.00	1.1	\$935.00
04/17/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the transaction analysis assumptions and tax attribute reduction model.	\$325.00	1.4	\$455.00
Allegretti, Joe	Call with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss the transaction analysis assumptions, in connection with the tax model outputs, to provide to PwC and Cleary.	\$325.00	1.1	\$357.50
Allegretti, Joe	Call with M. Butler and E. Tzavelis (both Deloitte) to walk through the final transaction analysis assumptions and the treatment of intercompany notes with controlled foreign corporations.	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis (both Deloitte) and the Sears tax team to discuss the treatment and timing of certain tax deductions and inform the Sears tax team of timing and status of work.	\$325.00	0.3	\$97.50
Allegretti, Joe	Update the footnote and caveat language of the tax attribute reduction model outputs to match the transaction analyses assumptions document.	\$325.00	2.0	\$650.00
Allegretti, Joe	Update the transaction analysis assumptions per internal discussions.	\$325.00	1.9	\$617.50
Baily, Brianna	Review notes and transaction summary document to assess where deferred intercompany transactions may have arisen.	\$595.00	0.8	\$476.00
Butler, Mike	Review revised US federal income tax model.	\$595.00	2.0	\$1,190.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/17/2019				
Butler, Mike	Call with B. Sullivan, J. Espinola, E. Tzavelis (all Deloitte) and PwC tax to discuss updated state income tax model.	\$595.00	0.5	\$297.50
Butler, Mike	Review draft disclosure statement for tax considerations.	\$595.00	1.3	\$773.50
Butler, Mike	Call with J. Allegretti, and E. Tzavelis (both Deloitte) to walk through the final transaction analysis assumptions and the treatment of intercompany notes with controlled foreign corporations.	\$595.00	0.3	\$178.50
Butler, Mike	Call with J. Allegretti, M. Butler, E. Tzavelis (Deloitte) and the Sears tax team to discuss the treatment and timing of certain tax deductions and inform the Sears tax team of timing and status of work.	\$595.00	0.3	\$178.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the transaction analysis assumptions and tax attribute reduction model.	\$595.00	1.4	\$833.00
Butler, Mike	Call with J. Allegretti, S. Fielding and E. Tzavelis (all Deloitte) to discuss the transaction analysis assumptions, in connection with the tax model outputs.	\$595.00	1.1	\$654.50
Collins, Bryan	Call with E. Tzavelis, and J. Forrest (Deloitte) to discuss accrual of deductions for lease termination payments.	\$975.00	0.5	\$487.50
Collins, Bryan	Review representation letter, research regarding accrual of deduction for lease termination payments.	\$975.00	3.4	\$3,315.00
Espinola, Jonathan	Review revised DRD and IRC 301(c) (3) research matrix and draft revisions to same.	\$595.00	1.0	\$595.00
Espinola, Jonathan	Additional revisions to state cash tax models based on updated federal assumptions and outputs in anticipation of call with PwC.	\$595.00	1.4	\$833.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/17/2019				
Espinola, Jonathan	Call with B. Sullivan, M. Butler, E. Tzavelis (all Deloitte) and PwC tax to discuss updated state income tax model.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with B. Sullivan, M. Paxton (partial), S. Fielding (Deloitte) and K. Lejkowski (Sears) to discuss the availability of state apportionment information for short period two.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with B. Sullivan, J. Espinola, M. Paxton (partial) (Deloitte) and K. Lejkowski (Sears) to discuss the availability of state apportionment information for short period two.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Allegretti, M. Butler and E. Tzavelis (all Deloitte) to discuss the transaction analysis assumptions, in connection with the tax model outputs.	\$595.00	1.1	\$654.50
Forrest, Jonathan	Review facts and representations section of Cleary opinion.	\$975.00	1.3	\$1,267.50
Forrest, Jonathan	Call with E. Tzavelis, and B. Collins (Deloitte) to discuss accrual of deductions for lease termination payments.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Review accrual of deductions for lease termination payments.	\$975.00	0.6	\$585.00
Paxton, Michael	Call (partial) with B. Sullivan, J. Espinola, S. Fielding (Deloitte) and K. Lejkowski (Sears) to discuss the availability of state apportionment information for short period two.	\$725.00	0.3	\$217.50
Sullivan, Brian	Call with J. Espinola, E. Tzavelis, M. Butler (all Deloitte) and PwC tax to discuss updated state income tax model.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with J. Espinola, M. Paxton (partial), S. Fielding (Deloitte) and K. Lejkowski (Sears) to discuss the availability of state apportionment information for short period two.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/17/2019				
Tzavelis, Elias	Call with B. Sullivan, J. Espinola, M. Butler (all Deloitte) and PwC tax to discuss updated state income tax model.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler (Deloitte) and the Sears tax team to discuss the treatment and timing of certain tax deductions and inform the Sears tax team of timing and status of work.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler (both Deloitte) to walk through the final transaction analysis assumptions and the treatment of intercompany notes with controlled foreign corporations.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding (all Deloitte) to discuss the transaction analysis assumptions, in connection with the tax model outputs.	\$850.00	1.1	\$935.00
04/18/2019				
Allegretti, Joe	Call with M. Butler, S. Fielding and E. Tzavelis (all Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with M. Butler, E. Tzavelis and M. Paxton (all Deloitte) to discuss the potential treatment of intercompany notes with controlled foreign corporations and the potential state tax impact.	\$325.00	0.5	\$162.50
Butler, Mike	Prepare tax reporting considerations document to aid company in tax return reporting.	\$595.00	2.4	\$1,428.00
Butler, Mike	Review plan of reorganization and disclosure statement for tax considerations.	\$595.00	2.2	\$1,309.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/18/2019				
Butler, Mike	Call with J. Allegretti, E. Tzavelis and M. Paxton (all Deloitte) to discuss the potential treatment of intercompany notes with controlled foreign corporations and the potential state tax impact.	\$595.00	0.5	\$297.50
Butler, Mike	Call with J. Allegretti, S. Fielding and E. Tzavelis (all Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations.	\$595.00	0.5	\$297.50
Collins, Bryan	Review bankruptcy plan.	\$975.00	0.7	\$682.50
Fielding, Stephen	Call with J. Allegretti, M. Butler and E. Tzavelis (all Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations.	\$595.00	0.5	\$297.50
Sullivan, Brian	Review New York audit schedules provided by K. Lejkowski (Sears).	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, and M. Paxton (all Deloitte) to discuss the potential treatment of intercompany notes with controlled foreign corporations and the potential state tax impact.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding (all Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations.	\$850.00	0.5	\$425.00
04/19/2019				
Allegretti, Joe	Update tax attribute reduction model to improve the functionality and usability.	\$325.00	1.0	\$325.00
Allegretti, Joe	Compare debt instrument amounts per the bankruptcy plan's disclosure statement with the amounts used in the tax attribute reduction model and reconcile differences.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/19/2019				
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Baily (all Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$325.00	0.4	\$130.00
Allegretti, Joe	Prepare intercompany schedule to illustrate intercompany balances between U.S. tax regarded entities and controlled foreign corporations.	\$325.00	1.0	\$325.00
Allegretti, Joe	Update tabs in the tax attribute reduction model.	\$325.00	1.3	\$422.50
Baily, Brianna	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber (Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$595.00	0.4	\$238.00
Baily, Brianna	Review related to the deferred intercompany transaction related to the Seritage sale.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis and M. Butler (Deloitte) to discuss the state tax impacts of settling intercompany balances with controlled foreign corporations.	\$595.00	0.5	\$297.50
Butler, Mike	Review revised US federal income tax model for additional scenarios	\$595.00	2.4	\$1,428.00
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Baily (Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/19/2019				
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, M. Schreiber, B. Baily (Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$975.00	0.4	\$390.00
Collins, Bryan	Review Weil comments on representation letter and compare to our comments.	\$975.00	1.2	\$1,170.00
Espinola, Jonathan	Revisions to state tax attribute model and cash tax model per additional federal revisions.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Review and analyze New York audit information provided by client.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, B. Collins, J. Forrest, M. Schreiber, B. Baily (Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$595.00	0.4	\$238.00
Fielding, Stephen	Research withholding tax treatment in Hong Kong on the settlement of intercompany debt with Hong Kong entities.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Review and comment on intercompany debt schedule with controlled foreign corporations.	\$595.00	1.7	\$1,011.50
Forrest, Jonathan	Review treatment of elimination of intercompany notes.	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, M. Schreiber, B. Baily (Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$975.00	0.4	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/19/2019				
Schreiber, Mendy	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, B. Collins, J. Forrest, B. Baily (Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$450.00	0.5	\$225.00
Sullivan, Brian	Call with E. Tzavelis and M. Butler (Deloitte) to discuss the state tax impacts of settling intercompany balances with controlled foreign corporations.	\$850.00	0.5	\$425.00
Sullivan, Brian	Discuss state treatment of intercompany note settlements with V. Los (Pwc).	\$850.00	0.3	\$255.00
Sullivan, Brian	Review updated state models revised for changes.	\$850.00	1.7	\$1,445.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, B. Collins, J. Forrest, M. Schreiber, B. Baily (Deloitte) to discuss the treatment of intercompany notes with controlled foreign corporations and the corresponding tax consequences.	\$850.00	0.4	\$340.00
04/21/2019				
Hoffman, David	Review tax opinion regarding qualification of emergence transactions as tax-free reorganizations.	\$850.00	0.5	\$425.00
04/22/2019				
Allegretti, Joe	Call with M. Butler, S. Fielding, E. Tzavelis, M. Browning, J. Forrest, B. Collins, B. Baily and M. Schreiber (all Deloitte) to discuss the updated tax model.	\$325.00	0.8	\$260.00
Allegretti, Joe	Update footnotes in tax attribute reduction model.	\$325.00	2.7	\$877.50
Allegretti, Joe	Update the tax attribute reduction model.	\$325.00	2.1	\$682.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/22/2019				
Baily, Brianna	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, J. Forrest, B. Collins, and M. Schreiber (all Deloitte) to discuss the updated tax model.	\$595.00	0.8	\$476.00
Baily, Brianna	Review updated summary attribute reduction model.	\$595.00	0.5	\$297.50
Browning, Maria	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, J. Forrest, B. Collins, B. Baily and M. Schreiber (all Deloitte) to discuss the updated tax model.	\$450.00	0.8	\$360.00
Butler, Mike	Revise timeline and deliverable for tax model output.	\$595.00	2.9	\$1,725.50
Butler, Mike	Review revise model for updated scenario.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with J. Allegretti, S. Fielding, E. Tzavelis, M. Browning, J. Forrest, B. Collins, B. Baily and M. Schreiber (all Deloitte) to discuss the updated tax model.	\$595.00	0.8	\$476.00
Collins, Bryan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, J. Forrest, B. Baily and M. Schreiber (all Deloitte) to discuss the updated tax model.	\$975.00	0.8	\$780.00
Collins, Bryan	Review representation letter and Weil comments on letter.	\$975.00	1.3	\$1,267.50
Espinola, Jonathan	Update state tax attribute reduction and cash tax model with changes from federal models.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with J. Allegretti, M. Butler, E. Tzavelis, M. Browning, J. Forrest, B. Collins, B. Baily and M. Schreiber (all Deloitte) to discuss the updated tax model.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review draft Cleary representation letter.	\$975.00	0.9	\$877.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/22/2019				
Forrest, Jonathan	Call with J. Allegretti, M. Butler, S. Fielding, E. Tzavelis, M. Browning, B. Collins, B. Baily and M. Schreiber (all Deloitte) to discuss the updated tax model for Cleary and PwC's requests received on April 21st, 2019.	\$975.00	0.8	\$780.00
Hoffman, David	Review representation letter comments.	\$850.00	1.6	\$1,360.00
Sullivan, Brian	Review Weil comments to SHC Tax Representation Letter.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with J. Allegretti, M. Butler, S. Fielding, M. Browning, J. Forrest, B. Collins, B. Baily and M. Schreiber (all Deloitte) to discuss the updated tax model for Cleary and PwC's requests received on April 21st, 2019.	\$850.00	0.8	\$680.00
04/23/2019				
Butler, Mike	Review calculation prepared for revised balance sheets for representation to be made by the Company.	\$595.00	2.2	\$1,309.00
Butler, Mike	Prepare supporting calculation for investment company representation to be made for Cleary tax opinion.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, B. Collins, J. Forrest, B. Sullivan, J. Espinola (Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$595.00	1.0	\$595.00
Chatten, Colin	Call with E. Tzavelis and S. Fielding (both Deloitte) regarding international tax consequences of potential restructuring transaction steps.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, D. Hoffman, M. Butler, B. Collins, J. Forrest, B. Sullivan, J. Espinola (Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$325.00	1.0	\$325.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/23/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and J. Gordon (all Deloitte) regarding Hong Kong tax implications of potential restructuring transaction steps.	\$325.00	0.6	\$195.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatte, D. Hoffman, M. Butler, J. Forrest, B. Sullivan, and J. Espinola (all Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$975.00	1.0	\$975.00
Espinola, Jonathan	Update state attribute reduction model to address SP1 and SP2 changes to state NOLs.	\$595.00	1.3	\$773.50
Espinola, Jonathan	Review additional revisions to federal tax attribute reduction model and incorporate changes into state tax attribute reduction model.	\$595.00	1.5	\$892.50
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatte, D. Hoffman, M. Butler, B. Collins, J. Forrest, B. Sullivan (all Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatte, D. Hoffman, M. Butler, B. Collins, J. Forrest, B. Sullivan, and J. Espinola (all Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatte, and J. Gordon (all Deloitte) regarding Hong Kong tax implications of potential restructuring transaction steps.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, and C. Chatte (both Deloitte) regarding international tax consequences of potential restructuring transaction steps.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Review proposed changes to NOL waiver.	\$975.00	0.3	\$292.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/23/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, B. Collins, B. Sullivan, and J. Espinola (all Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$975.00	1.0	\$975.00
Gordon, Jared	Call with E. Tzavelis, S. Fielding, C. Chatten, (all Deloitte) regarding Hong Kong tax implications of potential restructuring transaction steps.	\$850.00	0.6	\$510.00
Paxton, Michael	Update state model for new federal numbers.	\$725.00	0.7	\$507.50
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, D. Hoffman, M. Butler, B. Collins, J. Forrest, and J. Espinola (all Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, D. Hoffman, M. Butler, B. Collins, J. Forrest, B. Sullivan, and J. Espinola (all Deloitte), and Weil, Cleary, and PwC tax teams regarding Cleary's tax opinion and representation letter.	\$850.00	1.0	\$850.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and J. Gordon (all Deloitte) regarding Hong Kong tax implications of potential restructuring transaction steps.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, and C. Chatten (both Deloitte) regarding international tax consequences of potential restructuring transaction steps.	\$850.00	0.6	\$510.00
04/24/2019				
Allegretti, Joe	Compile a book balance sheet by tax regarded entity per the representations and warranties to perform an investment company analysis pursuant to Section 368.	\$325.00	1.2	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/24/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding and M. Butler (all Deloitte) to discuss the specific calculations related to the representations provided by Cleary.	\$325.00	1.4	\$455.00
Allegretti, Joe	Calculate comparison of the value of TransformCo assets versus RemainCo assets.	\$325.00	0.7	\$227.50
Allegretti, Joe	Update TransformCo versus RemainCo calculation for "substantially all" test.	\$325.00	0.4	\$130.00
Butler, Mike	Call with S. Fielding, J. Forrest, E. Tzavelis, B. Sullivan and T. Hermanson (all Deloitte) to discuss intercompany note in Hong Kong.	\$595.00	0.5	\$297.50
Butler, Mike	Review supporting calculaton for substantially all representation to be made by the company to support the cleary tax opinon.	\$595.00	2.4	\$1,428.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) to discuss the specific calculations related to the representations provided by Cleary.	\$595.00	1.4	\$833.00
Chatten, Colin	Retrieve proof of claims filed by ESL related to certain intercompany debt receivables.	\$325.00	0.8	\$260.00
Chatten, Colin	Review joint chapter 11 plan of Sears Holdings Corporation and its affiliated debtors.	\$325.00	1.3	\$422.50
Chatten, Colin	Review email correspondence from Weil and Sears tax teams and related court filings regarding the tax implications of potential transactions to satisfy intercompany debt owed from Debtor entities to a Hong Kong subsidiary.	\$325.00	0.8	\$260.00
Chatten, Colin	Review updated draft of Cleary tax opinion.	\$325.00	0.8	\$260.00
Chatten, Colin	Review the latest markup of SHC representations for the tax opinion and email correspondence from S. Goldring (Weil) regarding the same.	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/24/2019				
Chatten, Colin	Prepare material advisor disclosure statement.	\$325.00	1.1	\$357.50
Collins, Bryan	Review Cleary representation letter and tax opinion.	\$975.00	0.6	\$585.00
Fielding, Stephen	Call with S. Goldring (Weil), E. Tzavelis, T. Hermanson, L. NG (all Deloitte) regarding the Hong Kong bad debt deduction if intercompany loan is cancelled.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with M. Butler, J. Forrest, E. Tzavelis, B. Sullivan and T. Hermanson (all Deloitte) to discuss intercompany note in Hong Kong.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler and J. Allegretti (all Deloitte) to discuss the specific calculations related to the representations provided by Cleary.	\$595.00	1.4	\$833.00
Fielding, Stephen	Call with E. Tzavelis, T. Hermanson, L. NG (all Deloitte) regarding the Hong Kong tax consequences and bad debt deduction if intercompany loan is cancelled.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Call with M. Butler, S. Fielding, E. Tzavelis, B. Sullivan and T. Hermanson (all Deloitte) to discuss intercompany note in Hong Kong.	\$975.00	0.5	\$487.50
Hermanson, Tom	Call with E. Tzavelis, S. Fielding, L. NG (all Deloitte) regarding the Hong Kong tax consequences and bad debt deduction if intercompany loan is cancelled.	\$850.00	0.5	\$425.00
Hermanson, Tom	Call with M. Butler, J. Forrest, S. Fielding, E. Tzavelis, and B. Sullivan (all Deloitte) to discuss intercompany note in Hong Kong.	\$850.00	0.5	\$425.00
Hermanson, Tom	Call with S. Goldring (Weil), E. Tzavelis, S. Fielding, L. NG (all Deloitte) regarding the Hong Kong bad debt deduction if intercompany loan is cancelled.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/24/2019				
Ng, Linda	Call with S. Goldring (Weil), E. Tzavelis, S. Fielding, and T. Hermanson (all Deloitte) regarding the Hong Kong bad debt deduction if intercompany loan is cancelled.	\$850.00	0.5	\$425.00
Ng, Linda	Call with E. Tzavelis, S. Fielding, and T. Hermanson (all Deloitte) regarding the Hong Kong tax consequences and bad debt deduction if intercompany loan is cancelled.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with M. Butler, J. Forrest, S. Fielding, E. Tzavelis, and T. Hermanson (all Deloitte) to discuss intercompany note in Hong Kong.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, M. Butler and J. Allegretti (all Deloitte) to discuss the specific calculations related to the representations provided by Cleary.	\$850.00	1.4	\$1,190.00
Tzavelis, Elias	Call with S. Fielding, T. Hermanson, L. NG (all Deloitte) regarding the Hong Kong tax consequences and bad debt deduction if intercompany loan is cancelled.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Goldring (Weil), S. Fielding, T. Hermanson, L. NG (all Deloitte) regarding the Hong Kong bad debt deduction if intercompany loan is cancelled.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with M. Butler, J. Forrest, S. Fielding, B. Sullivan and T. Hermanson (all Deloitte) to discuss intercompany note in Hong Kong.	\$850.00	0.5	\$425.00
04/25/2019				
Allegretti, Joe	Call with M. Butler (Deloitte) to discuss adjustments to make to the TransformCo balance sheet calculations in connections with the representations provided by Cleary.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Allegretti, Joe	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding and M. Butler (all Deloitte) to discuss the updated calculations related to the substantially all assets test and approach in proceeding with the Company to improve the calculation.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Butler, M. Schreiber (all Deloitte) and Weil tax to discuss the representations provided by Cleary and how to proceed in calculating the substantially all assets test for the Company	\$325.00	2.1	\$682.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding and M. Butler (all Deloitte) to discuss the calculations prepared in connection with the representations provided by Cleary ahead of the call with Weil, specifically related to the substantially all assets test.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, L. Ng, and D. Warco (all Deloitte) to discuss the tax implications of settling certain intercompany balances of a Hong Kong subsidiary.	\$325.00	0.5	\$162.50
Allegretti, Joe	Calculate the value of the TransformCo assets for both operating and gross assets in connection with representation.	\$325.00	1.9	\$617.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, L. Ng, and D. Warco (all Deloitte) to discuss the tax implications of settling certain intercompany balances of a Hong Kong subsidiary.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) to discuss the calculations prepared in connection with the representations provided by Cleary ahead of the call with Weil, specifically related to the substantially all assets test.	\$595.00	0.5	\$297.50
Butler, Mike	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) to discuss the updated calculations related to the substantially all assets test and approach in proceeding with the Company to improve the calculation.	\$595.00	1.0	\$595.00
Butler, Mike	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Schreiber and J. Allegretti (all Deloitte) to discuss the representations provided by Cleary and how to proceed in calculating the substantially all assets test for the Company.	\$595.00	2.1	\$1,249.50
Butler, Mike	Call with J. Allegretti (Deloitte) to discuss adjustments to make to the TransformCo balance sheet calculations in connections with the representations provided by Cleary.	\$595.00	0.4	\$238.00
Chatten, Colin	Call with E. Tzavelis and L. Ng (both Deloitte) regarding Hong Kong tax implications of settling certain intercompany balances.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, L. Ng (all Deloitte) and E. Remijan (Weil) regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, L. Ng, and D. Warco (all Deloitte) to discuss the tax implications of settling certain intercompany balances of a Hong Kong subsidiary.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding (both Deloitte) and E. Remijan (Weil) regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and J. Perry (all Deloitte) regarding tax reporting requirements for Kmart transaction	\$325.00	0.3	\$97.50
Chatten, Colin	Discuss Hong Kong tax implications of intercompany debt settlement transactions with E. Tzavelis and S. Fielding (both Deloitte).	\$325.00	0.7	\$227.50
Chatten, Colin	Review application of Treas. Reg. Section 1.1502-13(g) to sale of MTN notes and Sears Reinsurance transaction.	\$325.00	1.1	\$357.50
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Butler, M. Schreiber, J. Allegretti (Deloitte) and Weil tax to discuss the representations provided by Cleary and how to proceed in calculating the substantially all assets test for the Company	\$975.00	2.1	\$2,047.50
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Butler and J. Allegretti (all Deloitte) to discuss the updated calculations related to the substantially all assets test and approach in proceeding with the Company to improve the calculation.	\$975.00	1.0	\$975.00
Corrigan, Kevin	Use comparative balance sheets to help reconcile difference in stock basis and inside asset basis on various entities in Sears Roebuck ownership chain.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Use comparative balance sheets to help reconcile difference in stock basis and inside asset basis on various entities in Sears Roebuck ownership chain.	\$595.00	2.7	\$1,606.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Corrigan, Kevin	Adapt federal tax basis inputs for use in state basis software inputs.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Updates to state tax attribute reduction model per review points from M. Paxton (Deloitte).	\$595.00	0.7	\$416.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state tax attribute reduction model revisions.	\$595.00	0.2	\$119.00
Fielding, Stephen	Discuss Hong Kong tax implications of intercompany debt settlement transactions with E. Tzavelis, and C. Chatten (both Deloitte).	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with B. Collins, J. Forrest, E. Tzavelis, M. Butler, M. Schreiber, J. Allegretti (Deloitte) and Weil tax to discuss the representations provided by Cleary and how to proceed in calculating the substantially all assets test for the Company.	\$595.00	2.1	\$1,249.50
Fielding, Stephen	Call with B. Collins, J. Forrest, E. Tzavelis, M. Butler and J. Allegretti (all Deloitte) to discuss the updated calculations related to the substantially all assets test and approach in proceeding with the Company to improve the calculation.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with E. Tzavelis and B. Sullivan (all Deloitte) regarding the state tax consequences and means to settling the intercompany receivable in Hong Kong.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, L. Ng (all Deloitte) and E. Remijan (Weil) regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, L. Ng, and D. Warco (all Deloitte) to discuss the tax implications of settling certain intercompany balances of a Hong Kong subsidiary.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, and J. Perry (all Deloitte) regarding tax reporting requirements for Kmart transaction.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler and J. Allegretti (all Deloitte) to discuss the calculations prepared in connection with the representations provided by Cleary ahead of the call with Weil, specifically related to the substantially all assets test.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, and C. Chatten (both Deloitte) and E. Remijan (Weil) regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$595.00	0.2	\$119.00
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, S. Fielding, M. Butler and J. Allegretti (all Deloitte) to discuss the updated calculations related to the substantially all assets test and approach in proceeding with the Company to improve the calculation.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, S. Fielding, M. Butler, M. Schreiber, J. Allegretti (Deloitte) and Weil tax to discuss the representations provided by Cleary and how to proceed in calculating the substantially all assets test for the Company.	\$975.00	2.1	\$2,047.50
Ng, Linda	Call with E. Tzavelis and C. Chatten (both Deloitte) regarding Hong Kong tax implications of settling certain intercompany balances.	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Ng, Linda	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and D. Warco (all Deloitte) to discuss the tax implications of settling certain intercompany balances of a Hong Kong subsidiary.	\$850.00	0.5	\$425.00
Ng, Linda	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) and E. Remijan (Weil) regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$850.00	0.3	\$255.00
Ng, Linda	Review background, Hong Kong tax issues and tax law in preparation for calls regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$850.00	1.2	\$1,020.00
Paxton, Michael	Review federal model for attribute reduction updates and update model for same.	\$725.00	2.5	\$1,812.50
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state tax attribute reduction model revisions.	\$725.00	0.2	\$145.00
Sullivan, Brian	Call with E. Tzavelis and S. Fielding (all Deloitte) regarding the state tax consequences and means to settling the intercompany receivable in Hong Kong.	\$850.00	0.5	\$425.00
Sullivan, Brian	Review schedule of assets for non-debtor entities provided by Weil for purposes of assessing state tax consequences of transfer of Kmart intercompany payable to Hong Kong.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, M. Butler and J. Allegretti (all Deloitte) to discuss the updated calculations related to the substantially all assets test and approach in proceeding with the Company to improve the calculation.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, M. Butler, M. Schreiber, J. Allegretti (Deloitte) and Weil tax to discuss the representations provided by Cleary and how to proceed in calculating the substantially all assets test for the Company	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	Call with L. Ng, and C. Chatten (both Deloitte) regarding Hong Kong tax implications of settling certain intercompany balances.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, L. Ng (all Deloitte) and E. Remijan (Weil) regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, L. Ng, and D. Warco (all Deloitte) to discuss the tax implications of settling certain intercompany balances of a Hong Kong subsidiary.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, and J. Perry (all Deloitte) regarding tax reporting requirements for Kmart transaction.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding, and C. Chatten (both Deloitte) and E. Remijan (Weil) regarding Hong Kong tax implications of intercompany debt settlement transactions.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Discuss Hong Kong tax implications of intercompany debt settlement transactions with S. Fielding, and C. Chatten (both Deloitte).	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, and B. Sullivan (all Deloitte) regarding the state tax consequences and means to settling the intercompany receivable in Hong Kong.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/25/2019				
Warco, Dave	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and L. Ng (all Deloitte) to discuss the tax implications of settling certain intercompany balances of a Hong Kong subsidiary.	\$975.00	0.5	\$487.50
04/26/2019				
Allegretti, Joe	Call with S. Fielding, M. Butler (both Deloitte), R. Shapiro and W. McRae (Cleary tax) to discuss Sears Brands Business Unit Corporation's RemainCo tax basis balance sheet.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Butler (all Deloitte) and the Sears tax and accounting teams to discuss the requests related to a January book balance sheet and going out of business assets.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, M. Butler (all Deloitte) and Weil tax to discuss the updated substantially all assets test calculation and methodologies and approaches to improve it.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler (all Deloitte) and the Sears tax team to discuss open items and requests needed to accurately address the representations provided by Cleary tax.	\$325.00	0.5	\$162.50
Allegretti, Joe	Update assets test calculation.	\$325.00	0.7	\$227.50
Bryan, Michael	Prepare information request regarding New Jersey matter.	\$975.00	1.0	\$975.00
Butler, Mike	Review supporting calculation for revised information for substantially all representation.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, J. Allegretti (Deloitte) and the Sears tax team to discuss open items and requests needed to address the representations provided by Cleary tax.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
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Tax Restructuring Services

04/26/2019

Butler, Mike	Call with B. Collins, J. Forrest, E. Tzavelis, S. Fielding, J. Allegretti (all Deloitte) and Weil tax to discuss the updated substantially all assets test calculation and methodologies and approaches to improve it.	\$595.00	1.0	\$595.00
Butler, Mike	Call with S. Fielding, J. Allegretti (both Deloitte), R. Shapiro and W. McRae (Cleary tax) to answer questions specific to Sears Brands Business Unit Corporation's RemainCo tax basis balance sheet.	\$595.00	0.2	\$119.00
Butler, Mike	Call with J. Forrest, E. Tzavelis, S. Fielding, J. Allegretti (Deloitte) and the Sears tax and accounting teams to discuss the requests related to a January book balance sheet and going out of business assets.	\$595.00	0.5	\$297.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, B. Collins, K. Klein, and J. Perry (all Deloitte) to discuss the application of Treas. Reg. Section 1.1502-13 to certain restructuring transactions and potential tax filing requirements associated therewith.	\$325.00	0.6	\$195.00
Chatten, Colin	Retrieve statement of financial affairs balance sheets for certain debtor entities involved in G reorganization transactions.	\$325.00	2.1	\$682.50
Chatten, Colin	Review notes and other materials provided by management for background information and context related to the creation of MTN notes.	\$325.00	0.4	\$130.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, K. Klein, and J. Perry (all Deloitte) to discuss the application of Treas. Reg. Section 1.1502-13 to certain restructuring transactions and potential tax filing requirements associated therewith.	\$975.00	0.6	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/26/2019				
Collins, Bryan	Call with J. Forrest, E. Tzavelis, S. Fielding, M. Butler, J. Allegretti (all Deloitte) and Weil tax to discuss the updated substantially all assets test calculation and methodologies and approaches to improve it.	\$975.00	1.0	\$975.00
Collins, Bryan	Review substantially all requirement private letter rulings and spreadsheet calculations for Transform transactions.	\$975.00	1.1	\$1,072.50
Corrigan, Kevin	Adapt federal tax basis inputs for use in state basis software inputs.	\$595.00	2.5	\$1,487.50
Espinola, Jonathan	Update state cash tax models based on additional information from Sears regarding entities not included in certain state combined returns.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Update executive memo regarding assumptons and methodoligies used in state tax attribute reduction model and cash tax model.	\$595.00	1.0	\$595.00
Fielding, Stephen	Call with M. Butler, J. Allegretti (Deloitte), R. Shapiro and W. McRae (Cleary tax) to answer questions specific to Sears Brands Business Unit Corporation's RemainCo tax basis balance sheet.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with J. Forrest, E. Tzavelis, M. Butler, J. Allegretti (Deloitte) and the Sears tax and accounting teams to discuss the requests related to a January book balance sheet and going out of business assets.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with B. Collins, J. Forrest, E. Tzavelis, M. Butler, J. Allegretti (all Deloitte) and Weil tax to discuss the updated substantially all assets test calculation and methodologies and approaches to improve it.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/26/2019				
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, B. Collins, K. Klein, and J. Perry (all Deloitte) to discuss the application of Treas. Reg. Section 1.1502-13 to certain restructuring transactions and potential tax filing requirements associated therewith.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, M. Butler, J. Allegretti (Deloitte) and the Sears tax team to discuss open items and requests needed to address the representations provided by Cleary tax.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, and B. Sullivan (all Deloitte) and various members of the Miii team regarding state sales/use tax audits and settling such tax audits.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti (Deloitte) and the Sears tax and accounting teams to discuss the requests related to a January book balance sheet and going out of business assets.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, S. Fielding, M. Butler, J. Allegretti (all Deloitte) and Weil tax to discuss the updated substantially all assets test calculation and methodologies and approaches to improve it.	\$975.00	1.0	\$975.00
Ng, Linda	Review emails from Weil and Seyfarth and provide comments regarding a proposed distribution of intercompany receivables to E. Tzavelis (Deloitte).	\$850.00	0.7	\$595.00
Sullivan, Brian	Call with E. Tzavelis and S. Fielding (all Deloitte) and various members of the Miii team regarding state sales/use tax audits and settling such tax audits.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Collins, J. Forrest, S. Fielding, M. Butler, J. Allegretti (all Deloitte) and Weil tax to discuss the updated substantially all assets test calculation and methodologies and approaches to improve it.	\$850.00	1.0	\$850.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/26/2019				
Tzavelis, Elias	Call with S. Fielding, C. Chatten, B. Collins, K. Klein, and J. Perry (all Deloitte) to discuss the application of Treas. Reg. Section 1.1502-13 to certain restructuring transactions and potential tax filing requirements associated therewith.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, M. Butler, J. Allegretti (Deloitte) and the Sears tax team to discuss open items and requests needed to address the representations provided by Cleary tax.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, and B. Sullivan (all Deloitte) and various members of the Miii team regarding state sales/use tax audits and settling such tax audits.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Forrest, S. Fielding, M. Butler, J. Allegretti (Deloitte) and the Sears tax and accounting teams to discuss the requests related to a January book balance sheet and going out of business assets.	\$850.00	0.5	\$425.00
04/29/2019				
Allegretti, Joe	Update the tax attribute model.	\$325.00	4.5	\$1,462.50
Butler, Mike	Research section 368(g) requirements for transaction to qualify as tax free reorganization.	\$595.00	2.9	\$1,725.50
Collins, Bryan	Review Cleary e-mail regarding final conclusions with respect to the treatment of the Section 363 sale transactions and the Bankruptcy Plan.	\$975.00	1.1	\$1,072.50
Espinola, Jonathan	Additional updates to state income tax model per changes to federal model.	\$595.00	0.8	\$476.00
Espinola, Jonathan	Draft updates to state executive summary memo per additional revisions to state models.	\$595.00	0.3	\$178.50
Forrest, Jonathan	Review technical issues related to proper treatment of restructuring transaction.	\$975.00	1.2	\$1,170.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/29/2019				
Sullivan, Brian	Call with J. Trachtenberg (Deloitte) to discuss the New York sales tax assessment notices sent to responsible officers.	\$850.00	0.3	\$255.00
Trachtenberg, Jack	Call with B. Sullivan (Deloitte) to discuss the New York sales tax assessment notices sent to responsible officers.	\$850.00	0.3	\$255.00
04/30/2019				
Allegretti, Joe	Update tax model to tie out the general business credits and foreign tax credits.	\$325.00	1.0	\$325.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$325.00	0.4	\$130.00
Allegretti, Joe	Prepare summary to document tax processes.	\$325.00	1.1	\$357.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.4	\$238.00
Baily, Brianna	Review e-mailed questions from Weil and list of assumptions.	\$595.00	0.6	\$357.00
Butler, Mike	Review revised us federal income tax model scenarios.	\$595.00	2.7	\$1,606.50
Butler, Mike	Prepare and review substantially all calculations for revised numbers through January.	\$595.00	2.2	\$1,309.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/30/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$325.00	0.4	\$130.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$975.00	0.4	\$390.00
Collins, Bryan	Consider various characterizations of steps of Section 363 sale with respect to proposed Cleary treatment.	\$975.00	1.4	\$1,365.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Review Cleary comments on treatment of restructuring transaction.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$975.00	0.4	\$390.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction	\$450.00	0.4	\$180.00
Sullivan, Brian	Review state tax audits and claims schedules provided by Sears and Miii.	\$850.00	1.1	\$935.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
04/30/2019				
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to assess Cleary's intended tax treatment of the restructuring transaction.	\$850.00	0.4	\$340.00
05/01/2019				
Allegretti, Joe	Update the tax attribute reduction model for the tax updates on April 29, 2019.	\$325.00	2.1	\$682.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the tax attribute reduction model updates for the tax transaction and positions provided by Cleary.	\$325.00	1.8	\$585.00
Allegretti, Joe	Research January 1, 2019 balance sheet and recalculate the substantially all calculation with new balance sheet amounts and dates.	\$325.00	2.4	\$780.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$325.00	0.9	\$292.50
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.9	\$535.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/01/2019				
Baily, Brianna	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.6	\$357.00
Butler, Mike	Review revised U.S. federal income tax model for new scenarios.	\$595.00	2.2	\$1,309.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.9	\$535.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the tax attribute reduction model updates for the tax transaction and positions provided by Cleary.	\$595.00	1.8	\$1,071.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$325.00	0.6	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/01/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$325.00	0.9	\$292.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$975.00	0.6	\$585.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$975.00	0.9	\$877.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$595.00	0.9	\$535.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$975.00	0.6	\$585.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/01/2019				
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Review correspondence related to "substantially all test."	\$975.00	0.3	\$292.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$450.00	0.6	\$270.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$450.00	0.9	\$405.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte) to discuss updates to tax analyses to reflect Cleary's intended tax treatment of the restructuring transaction.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest, B. Baily, and M. Schreiber (all Deloitte), and Cleary, Weil, and PwC tax teams to discuss Cleary's intended tax treatment of the restructuring transaction.	\$850.00	0.9	\$765.00
05/02/2019				
Allegretti, Joe	Call with E. Tzavelis and M. Butler (Deloitte) and Weil tax (partial) to discuss the tax attribute reduction model and substantially all assets test outputs.	\$325.00	1.9	\$617.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/02/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to update the tax attribute reduction model for the Sears Brands and Sears Reinsurance transactions provided by Cleary.	\$325.00	2.9	\$942.50
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the compilation and outputs from the substantially all assets test.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with J. Dempsey and M. Butler (both Deloitte) to discuss updates to the tax attribute reduction model for Treasury Regulation Section 1.1502-11 (c)(2).	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with J. Espinola (Deloitte) to discuss the latest tax attribute reduction model and breakout of the intercompany settlements for a state tax perspective.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler and J. Forrest (all Deloitte) regarding latest updates to tax attribute reduction model to reflect Cleary's intended tax treatment.	\$325.00	0.6	\$195.00
Allegretti, Joe	Update the Sears tax attribute reduction model for the proposed transaction provided by Cleary.	\$325.00	2.2	\$715.00
Allegretti, Joe	Call with B. Collins, J. Forrest, E. Tzavelis, B. Sullivan (partial), S. Fielding, M. Butler, M. Schreiber, C. Chatten (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$325.00	1.0	\$325.00
Baily, Brianna	Review correspondence related to Sears tax attributes model.	\$595.00	0.3	\$178.50
Butler, Mike	Draft internal email correspondence regarding character of gain triggered upon liquidation of Sears Brands Business Unit Corporation.	\$595.00	0.2	\$119.00
Butler, Mike	Review revised U.S. federal income tax model for new scenarios.	\$595.00	1.5	\$892.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/02/2019				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the compilation and outputs from the substantially all assets test.	\$595.00	0.9	\$535.50
Butler, Mike	Meeting with J. Allegretti (Deloitte) to update the tax attribute reduction model for the Sears Brands and Sears Reinsurance transactions provided by Cleary.	\$595.00	2.9	\$1,725.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and J. Forrest (all Deloitte) regarding latest updates to tax attribute reduction model to reflect Cleary's intended tax treatment.	\$595.00	0.6	\$357.00
Butler, Mike	Call with E. Tzavelis and J. Allegretti (both Deloitte) and Weil tax (partial) to discuss the tax attribute reduction model and substantially all assets test outputs.	\$595.00	1.9	\$1,130.50
Butler, Mike	Call with B. Collins, J. Forrest, E. Tzavelis, B. Sullivan (partial), S. Fielding, M. Schreiber, J. Allegretti, C. Chatten (all Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$595.00	1.0	\$595.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding latest updates to tax attribute reduction model to reflect Cleary's intended tax treatment.	\$325.00	0.6	\$195.00
Chatten, Colin	Call with B. Collins, J. Forrest, E. Tzavelis, B. Sullivan (partial), S. Fielding, M. Butler, M. Schreiber, and J. Allegretti (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$325.00	1.0	\$325.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/02/2019				
Collins, Bryan	Call with J. Forrest, E. Tzavelis, B. Sullivan (partial), S. Fielding, M. Butler, M. Schreiber, J. Allegretti, C. Chatten (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$975.00	1.0	\$975.00
Dempsey, Jacob	Call with M. Butler and J. Allegretti (both Deloitte) to discuss updates to the tax attribute reduction model for Treasury Regulation Section 1.1502-11(c)(2).	\$595.00	0.2	\$119.00
Dempsey, Jacob	Review attribute reduction model for circular loss planning.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Update state income tax model and state attribute reduction model per federal model updates.	\$595.00	2.3	\$1,368.50
Espinola, Jonathan	Call with J. Allegretti (Deloitte) to discuss the latest tax attribute reduction model and breakout of the intercompany settlements for a state tax perspective.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Revise state income tax model.	\$595.00	1.7	\$1,011.50
Espinola, Jonathan	Call with B. Sullivan (Deloitte) to discuss state income tax model updates.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding latest updates to tax attribute reduction model to reflect Cleary's intended tax treatment.	\$595.00	0.6	\$357.00
Fielding, Stephen	Call with B. Collins, J. Forrest, E. Tzavelis, B. Sullivan (partial), M. Butler, M. Schreiber, J. Allegretti, C. Chatten (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/02/2019				
Forrest, Jonathan	Call with B. Collins, E. Tzavelis, B. Sullivan (partial), S. Fielding, M. Butler, M. Schreiber, J. Allegretti, C. Chatten (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$975.00	1.0	\$975.00
Forrest, Jonathan	Review issues related to restructure modeling issues.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) regarding latest updates to tax attribute reduction model to reflect Cleary's intended tax treatment.	\$975.00	0.6	\$585.00
Schreiber, Mendy	Call with B. Collins, J. Forrest, E. Tzavelis, B. Sullivan (partial), S. Fielding, M. Butler, J. Allegretti, C. Chatten (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$450.00	1.0	\$450.00
Sullivan, Brian	Call with B. Collins, J. Forrest, E. Tzavelis (partial), S. Fielding, M. Butler, M. Schreiber, J. Allegretti, C. Chatten (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$850.00	0.4	\$340.00
Sullivan, Brian	Call with J. Espinola (Deloitte) to discuss state income tax model updates.	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with M. Butler, J. Allegretti (both Deloitte) and Weil tax (partial) to discuss the tax attribute reduction model and substantially all assets test outputs.	\$850.00	1.9	\$1,615.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) regarding latest updates to tax attribute reduction model to reflect Cleary's intended tax treatment.	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/02/2019				
Tzavelis, Elias	Call with B. Collins, J. Forrest, B. Sullivan (partial), S. Fielding, M. Butler, M. Schreiber, J. Allegretti, C. Chatten (Deloitte) and Weil tax to discuss the latest transaction and tax impact from a federal, state and local perspective.	\$850.00	1.0	\$850.00
05/03/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to discuss the updated substantially all assets test calculation and the latest version of the tax model for the Sears Brands and Sears Reinsurance transactions.	\$325.00	1.9	\$617.50
Allegretti, Joe	Call with J. Forrest, E. Tzavelis, B. Sullivan, M. Paxton, S. Fielding, M. Butler, J. Espinola (all Deloitte), PwC tax and Weil tax to discuss the federal tax implications of the new Sears Brands and Sears Reinsurance transaction assumptions.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Sullivan, and J. Espinola (all Deloitte) to discuss the state tax implications of new changes to the proposed transaction structure.	\$325.00	1.9	\$617.50
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, M. Butler, J. Forrest, and J. Espinola (all Deloitte) to discuss federal and state tax implications of new changes to the proposed transaction structure.	\$325.00	1.2	\$390.00
Allegretti, Joe	Update tax attribute reduction model and the substantially all assets test.	\$325.00	3.1	\$1,007.50
Baily, Brianna	Review updated Sears tax attributes model.	\$595.00	0.4	\$238.00
Butler, Mike	Review substantially all test calculation for revised numbers through February.	\$595.00	2.2	\$1,309.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/03/2019				
Butler, Mike	Meeting with J. Allegretti (Deloitte) to discuss the updated substantially all assets test calculation and the latest version of the tax model for the Sears Brands and Sears Reinsurance transactions.	\$595.00	1.9	\$1,130.50
Butler, Mike	Call with J. Forrest, E. Tzavelis, B. Sullivan, M. Paxton, S. Fielding, J. Espinola, J. Allegretti (all Deloitte), PwC tax and Weil tax to discuss the federal tax implications of the new Sears Brands and Sears Reinsurance transaction assumptions.	\$595.00	0.7	\$416.50
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss the state tax implications of new changes to the proposed transaction structure.	\$595.00	1.9	\$1,130.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, J. Allegretti, J. Forrest, and J. Espinola (all Deloitte) to discuss federal and state tax implications of new changes to the proposed transaction structure.	\$595.00	1.2	\$714.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, J. Allegretti, J. Forrest, and J. Espinola (all Deloitte) to discuss federal and state tax implications of new changes to the proposed transaction structure.	\$325.00	1.2	\$390.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss the state tax implications of new changes to the proposed transaction structure.	\$325.00	1.9	\$617.50
Espinola, Jonathan	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) to discuss federal and state tax implications of new changes to the proposed transaction structure.	\$595.00	1.2	\$714.00
Espinola, Jonathan	Draft additional revisions to state income tax model.	\$595.00	2.1	\$1,249.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/03/2019				
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan (all Deloitte) to discuss the state tax implications of new changes to the proposed transaction structure.	\$595.00	1.9	\$1,130.50
Espinola, Jonathan	Revise state income tax model.	\$595.00	1.7	\$1,011.50
Espinola, Jonathan	Call with Cleary tax to discuss updated federal and state income tax model.	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with J. Forrest, E. Tzavelis, B. Sullivan, M. Paxton, M. Butler, J. Espinola, J. Allegretti (Deloitte), PwC tax and Weil tax to discuss the federal tax implications of the new Sears Brands and Sears Reinsurance transaction assumptions.	\$595.00	0.7	\$416.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss the state tax implications of new changes to the proposed transaction structure.	\$595.00	1.9	\$1,130.50
Forrest, Jonathan	Review issues related to restructure modeling issues.	\$975.00	0.9	\$877.50
Forrest, Jonathan	Call with E. Tzavelis, B. Sullivan, M. Paxton, S. Fielding, M. Butler, J. Espinola, J. Allegretti (Deloitte), PwC tax and Weil tax to discuss the federal tax implications of the new Sears Brands and Sears Reinsurance transaction assumptions.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Espinola (all Deloitte) to discuss federal and state tax implications of new changes to the proposed transaction structure.	\$975.00	1.2	\$1,170.00
Hermanson, Tom	Review APA for issues with possible modification.	\$850.00	2.0	\$1,700.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/03/2019				
Paxton, Michael	Call with J. Forrest, E. Tzavelis, B. Sullivan, S. Fielding, M. Butler, J. Espinola, J. Allegretti (all Deloitte), PwC tax and Weil tax to discuss the federal tax implications of the new Sears Brands and Sears Reinsurance transaction assumptions.	\$725.00	0.7	\$507.50
Paxton, Michael	Review state tax income model.	\$725.00	2.4	\$1,740.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and J. Espinola (all Deloitte) to discuss the state tax implications of new changes to the proposed transaction structure.	\$850.00	1.9	\$1,615.00
Sullivan, Brian	Call with J. Forrest, E. Tzavelis, M. Paxton, S. Fielding, M. Butler, J. Espinola, J. Allegretti (Deloitte), PwC tax and Weil tax to discuss the federal tax implications of the new Sears Brands and Sears Reinsurance transaction assumptions.	\$850.00	0.7	\$595.00
Sullivan, Brian	Review revised state tax model.	\$850.00	2.4	\$2,040.00
Tzavelis, Elias	Call with C. Chatten, M. Butler, J. Allegretti, J. Forrest, and J. Espinola (all Deloitte) to discuss federal and state tax implications of new changes to the proposed transaction structure.	\$850.00	1.2	\$1,020.00
Tzavelis, Elias	Call with J. Forrest, B. Sullivan, M. Paxton, S. Fielding, M. Butler, J. Espinola, J. Allegretti (Deloitte), PwC tax and Weil tax to discuss the federal tax implications of the new Sears Brands and Sears Reinsurance transaction assumptions.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Sullivan, and J. Espinola (all Deloitte) to discuss the state tax implications of new changes to the proposed transaction structure.	\$850.00	1.9	\$1,615.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/06/2019				
Allegretti, Joe	Update tentative and actual reduction calculations for the Treasury Regulation Section 1.1502(c) calculation.	\$325.00	1.6	\$520.00
Blinder, Michael	Review federal character of loss triggered on intercompany debt transactions	\$975.00	1.2	\$1,170.00
Butler, Mike	Read disclosure statement for potential tax implications.	\$595.00	2.1	\$1,249.50
Butler, Mike	Review revised substantially all calculation for representation.	\$595.00	1.9	\$1,130.50
Espinola, Jonathan	Update state income tax model.	\$595.00	2.1	\$1,249.50
Espinola, Jonathan	Research state conformity to capital loss treatment in Oklahoma and Louisiana.	\$595.00	0.4	\$238.00
Forrest, Jonathan	Consider character of gain on various items in taxable dissolution.	\$975.00	0.6	\$585.00
Sullivan, Brian	Call with E. Tzavelis (Deloitte) to discuss potential ordinary loss treatment in taxable liquidation of Sears Brands Business Unit Corp.	\$850.00	0.2	\$170.00
Sullivan, Brian	Call with M. Blinder (Deloitte) to discuss character of loss related to exchange of intercompany receivable in taxable liquidation	\$850.00	0.3	\$255.00
Sullivan, Brian	Review revised state tax model with Sears Roebuck worthless stock deduction for state tax purposes	\$850.00	1.2	\$1,020.00
05/07/2019				
Allegretti, Joe	Update the Treasury Regulation section 1.1502-11(c)(2)(ix) calculation.	\$325.00	2.8	\$910.00
Blinder, Michael	Discuss treatment of intercompany receivable for Sears Brands Business Unit Corporation in the event the company is liquidated with J. Forrest, M. Blinder, B. Sullivan and M. Butler (all Deloitte).	\$975.00	0.7	\$682.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/07/2019				
Butler, Mike	Research character of gain triggered upon liquidation of Sears Brands Business Unit Corporation.	\$595.00	1.6	\$952.00
Butler, Mike	Discuss treatment of intercompany receivable for Sears Brands Business Unit Corporation in the event the company is liquidated with J. Forrest, M. Blinder, and B. Sullivan (all Deloitte).	\$595.00	0.6	\$357.00
Butler, Mike	Draft emails related to the potential worthlessness of intercompany receivables held by Sears Brands.	\$595.00	0.9	\$535.50
Butler, Mike	Update U.S. federal income tax model for 1.1502-11 cap.	\$595.00	2.1	\$1,249.50
Butler, Mike	Research potential characterization of bad debt deduction at Sears Brands for state tax purposes.	\$595.00	1.2	\$714.00
Corrigan, Kevin	Review federal tax stock basis software outputs for Sears Roebuck to analyze usability for state tax stock basis.	\$595.00	2.5	\$1,487.50
Corrigan, Kevin	Update tax allocation methods in tax stock basis software to reflect usage for state tax basis.	\$595.00	2.4	\$1,428.00
Espinola, Jonathan	Draft additional revisions to state income tax model.	\$595.00	0.9	\$535.50
Espinola, Jonathan	Update state attribute reduction model.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Review character of gain on intercompany receivables.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Discuss treatment of intercompany receivable for Sears Brands Business Unit Corporation in the event the company is liquidated with M. Blinder, B. Sullivan, and M. Butler (all Deloitte).	\$975.00	0.6	\$585.00
Ng, Linda	Draft letter regarding Hong Kong intercompany accounts pursuant to request from Weil.	\$850.00	2.1	\$1,785.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/07/2019				
Sullivan, Brian	Discuss treatment of intercompany receivable for Sears Brands Business Unit Corporation in the event the company is liquidated with J. Forrest, M. Blinder, and M. Butler.	\$850.00	0.6	\$510.00
05/08/2019				
Allegretti, Joe	Meeting with M. Butler (Deloitte) to walk through the updated tax attribute reduction model for tentative and actual reduction under Treasury Regulation section 1.1502-11(c)(2)(ix).	\$325.00	0.8	\$260.00
Allegretti, Joe	Update the Treasury Regulation section 1.1502-11(c)(2)(ix) calculation.	\$325.00	2.3	\$747.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, B. Collins, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding tax implications of litigation claim transactions.	\$325.00	1.1	\$357.50
Blinder, Michael	Call with H. Yanchisin (Deloitte) regarding position for ordinary loss on bad debt.	\$975.00	1.4	\$1,365.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding tax implications of litigation claim transactions.	\$595.00	1.1	\$654.50
Butler, Mike	Review updated U.S. federal income tax model for additional scenarios.	\$595.00	2.4	\$1,428.00
Butler, Mike	Meeting with J. Allegretti (Deloitte) to walk through the updated tax attribute reduction model for tentative and actual reduction under Treasury Regulation section 1.1502-11(c)(2)(ix).	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, and C. Chatten (all Deloitte) to discuss the tax characterization of worthless stock deductions and mechanics of attribute reduction under Treas. Reg. 1.1502-36.	\$595.00	0.8	\$476.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/08/2019				
Butler, Mike	Call with E. Tzavelis and C. Chatten (both Deloitte) to discuss tax characterization of certain worthless stock losses under IRC Section 165(g)(3).	\$595.00	0.1	\$59.50
Butler, Mike	Prepare Section 165(g)(3) analysis.	\$595.00	1.1	\$654.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, and M. Butler (all Deloitte) to discuss the tax characterization of worthless stock deductions and mechanics of attribute reduction under Treas. Reg. 1.1502-36.	\$325.00	0.8	\$260.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding tax implications of litigation claim transactions.	\$325.00	1.1	\$357.50
Chatten, Colin	Call with E. Tzavelis and M. Butler (both Deloitte) to discuss tax characterization of certain worthless stock losses under IRC Section 165(g)(3).	\$325.00	0.1	\$32.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding tax implications of litigation claim transactions.	\$975.00	1.1	\$1,072.50
Espinola, Jonathan	Review additional revisions pertaining to Sears Business Brands Unit capital loss/ordinary loss treatment and corresponding changes to state income tax model.	\$595.00	0.3	\$178.50
Fielding, Stephen	Read and provide comments on state income tax model and treatment of intercompany debt on liquidation.	\$595.00	2.2	\$1,309.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/08/2019				
Fielding, Stephen	Call with E. Tzavelis, M. Butler, and C. Chatten (all Deloitte) to discuss the tax characterization of worthless stock deductions and mechanics of attribute reduction under Treas. Reg. 1.1502-36.	\$595.00	0.8	\$476.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding tax implications of litigation claim transactions.	\$595.00	1.1	\$654.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding tax implications of litigation claim transactions.	\$975.00	1.1	\$1,072.50
Forrest, Jonathan	Review Net Operating Loss order.	\$975.00	0.9	\$877.50
Tzavelis, Elias	Call with S. Fielding, M. Butler, and C. Chatten (all Deloitte) to discuss the tax characterization of worthless stock deductions and mechanics of attribute reduction under Treas. Reg. 1.1502-36.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and L. Shub (all Weil) regarding tax implications of litigation claim transactions.	\$850.00	1.1	\$935.00
Tzavelis, Elias	Call with C. Chatten and M. Butler (both Deloitte) to discuss tax characterization of certain worthless stock losses under IRC Section 165(g) (3).	\$850.00	0.1	\$85.00
Yanchisin, Helen	Discussion with M. Blinder (Deloitte) on ability to claim ordinary loss.	\$975.00	1.4	\$1,365.00
05/09/2019				
Ahmadi, Cyavash	Research franchise tax short period for South Carolina.	\$450.00	0.5	\$225.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/09/2019				
Ahmadi, Cyavash	Research franchise tax short period for Delaware.	\$450.00	0.5	\$225.00
Ahmadi, Cyavash	Research franchise tax short period for Illinois.	\$450.00	0.5	\$225.00
Ahmadi, Cyavash	Research franchise tax short period for North Carolina.	\$450.00	0.5	\$225.00
Allegretti, Joe	Research IRC section 165(g)(3) calculation for Sears, Roebuck & Co. dating back to 1984.	\$325.00	2.9	\$942.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, M. Butler (all Deloitte) to walk through the latest emergence transaction in the tax attribute reduction model in preparation for call with the Unsecured Creditors Committee.	\$325.00	0.9	\$292.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler (all Deloitte) to discuss the possibility of a loss duplication election under Treas. Reg. 1.1502-36(d).	\$325.00	0.3	\$97.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler and B. Collins (all Deloitte); H. Jacobson (Akin Gump); D. Steinberg and S. Joffe (FTI); and S. Goldring, M. Hoenig, E. Remijan, L. Shub, and E. Allison (all Weil) to discuss tax implications.	\$325.00	1.0	\$325.00
Blinder, Michael	Assess whether there is a mismatch between federal and state tax character of loss triggered on exchange of intercompany receivables in certain restructuring transactions.	\$975.00	2.7	\$2,632.50
Butler, Mike	Prepare for call with UCC by reviewing revised U.S. federal income tax model.	\$595.00	0.8	\$476.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, and J. Allegretti (all Deloitte) to walk through the latest emergence transaction in the tax attribute reduction model in preparation for call with the Unsecured Creditors Committee.	\$595.00	0.9	\$535.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/09/2019				
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and B. Collins (all Deloitte); H. Jacobson (Akin Gump); D. Steinberg and S. Joffe (FTI); and S. Goldring, M. Hoenig, E. Remijan, L. Shub, and E. Allison (all Weil) to discuss tax implications.	\$595.00	1.0	\$595.00
Butler, Mike	Call with E. Tzavelis, S. Fielding, C. Chatten, and J. Allegretti (all Deloitte) to discuss the possibility of a loss duplication election under Treas. Reg. 1.1502-36(d).	\$595.00	0.3	\$178.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, and B. Collins (all Deloitte); H. Jacobson (Akin Gump); D. Steinberg and S. Joffe (FTI); and S. Goldring, M. Hoenig, E. Remijan, L. Shub, and E. Allison (all Weil) to discuss tax implications.	\$325.00	1.0	\$325.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, and J. Allegretti (all Deloitte) to discuss the possibility of a loss duplication election under Treas. Reg. 1.1502-36(d).	\$325.00	0.3	\$97.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and (all Deloitte); H. Jacobson (Akin Gump); D. Steinberg and S. Joffe (FTI); and S. Goldring, M. Hoenig, E. Remijan, L. Shub, and E. Allison (all Weil) to discuss tax implications	\$975.00	1.0	\$975.00
Corrigan, Kevin	Meeting with M. Huston (Deloitte) to discuss further work needed to assess Sears Roebuck tax stock basis for potential worthless stock deduction.	\$595.00	1.5	\$892.50
Corrigan, Kevin	Review comparative balance sheets for Sears Roebuck and respective subsidiaries to assess stock basis in case of a worthless stock deduction.	\$595.00	2.4	\$1,428.00
Espinola, Jonathan	Research and analyze Texas guidance pertaining to the carryover of Texas business losses in a G reorganization.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/09/2019				
Espinola, Jonathan	Revise state attribute reduction model.	\$595.00	1.1	\$654.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state attribute reduction model updates.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with M. Paxton (Deloitte) and K. Lejkowski (Sears) regarding state franchise tax questions and estimated payments.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Research of IL, DE, NC and SC franchise tax questions from K. Lejkowski (Sears).	\$595.00	0.5	\$297.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss the possibility of a loss duplication election under Treas. Reg. 1.1502-36(d).	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis, M. Butler and J. Allegretti to walk through the latest emergence transaction in the tax attribute reduction model in preparation for our call with the Unsecured Creditors Committee.	\$595.00	0.9	\$535.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and B. Collins (all Deloitte); H. Jacobson (Akin Gump); D. Steinberg and S. Joffe (FTI); and S. Goldring, M. Hoenig, E. Remijan, L. Shub, and E. Allison (all Weil) to discuss tax implications.	\$595.00	1.0	\$595.00
Huston, Michael	Meeting with K. Corrigan (Deloitte) to discuss further work needed to validate Sears Roebuck tax stock basis for potential worthless stock deduction.	\$850.00	1.5	\$1,275.00
Paxton, Michael	Call with J. Espinola (Deloitte) and K. Lejkowski (Sears) regarding state franchise tax questions and estimated payments.	\$725.00	0.5	\$362.50
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state attribute reduction model updates.	\$725.00	0.5	\$362.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/09/2019				
Tzavelis, Elias	Call with S. Fielding, M. Butler and J. Allegretti (all Deloitte) to walk through the latest emergence transaction in the tax attribute reduction model in preparation for our call with the Unsecured Creditors Committee.	\$850.00	0.9	\$765.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss the possibility of a loss duplication election under Treas. Reg. 1.1502-36(d).	\$850.00	0.3	\$255.00
05/10/2019				
Allegretti, Joe	Read disclosure statement to compare transaction and assumptions with tax attribute reduction modeling.	\$325.00	1.0	\$325.00
Butler, Mike	Analyze characterization of potential bad debt deduction at Sears Brands Business Unit Corporation.	\$595.00	0.9	\$535.50
Damin, John	Evaluate alternative Delaware franchise tax base calculations.	\$725.00	0.5	\$362.50
Espinola, Jonathan	Draft email to M. Butler (Deloitte) regarding LLC conversions post-deal and short period 2 operations.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Update state tax attribute reduction model.	\$595.00	1.3	\$773.50
Espinola, Jonathan	Review research and draft question to Delaware JTL (K. Stoops) regarding Client's Delaware franchise tax question.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review research and draft question to Illinois JTL (B. Walsh) regarding Client's Illinois franchise tax question.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Review research and draft question to North Carolina/South Carolina JTL (A. Tilley) regarding Client's North Carolina/South Carolina franchise tax question.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Research additional state franchise tax questions per comments from B. Sullivan (Deloitte).	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/10/2019				
Espinola, Jonathan	Call with B. Sullivan and M. Paxton (both Deloitte) regarding state franchise tax questions and Texas business loss credits.	\$595.00	0.5	\$297.50
Hoffman, David	Discuss status and timing of outstanding tax analyses and deliverables with E. Tzavelis (Deloitte).	\$850.00	0.5	\$425.00
Paxton, Michael	Call with B. Sullivan and J. Espinola (both Deloitte) regarding state franchise tax questions and Texas business loss credits.	\$725.00	0.5	\$362.50
Sullivan, Brian	Call with M. Paxton and J. Espinola (both Deloitte) regarding state franchise tax questions and Texas business loss credits.	\$850.00	0.5	\$425.00
Sullivan, Brian	Research Texas temporary credit carryover rules.	\$850.00	0.7	\$595.00
05/12/2019				
Espinola, Jonathan	Review draft revisions to state attribute reduction model.	\$595.00	0.8	\$476.00
05/13/2019				
Ahmadi, Cyavash	Research Illinois short period franchise tax return.	\$450.00	0.3	\$135.00
Ahmadi, Cyavash	Research South Carolina short period franchise tax return.	\$450.00	0.4	\$180.00
Ahmadi, Cyavash	Research North Carolina short period franchise tax return.	\$450.00	0.3	\$135.00
Allegretti, Joe	Draft email in response to Cleary's latest request regarding the substantially all requirement and supporting calculations.	\$325.00	0.2	\$65.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, J. Forrest (all Deloitte), and M. Korycki and B. Griffith (both M-III) to discuss outstanding tax workstreams.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/13/2019				
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, B. Collins, J. Forrest, M. Blinder, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$325.00	0.7	\$227.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and M. Korycki and B. Griffith (both M-III) to discuss outstanding tax workstreams.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Allegretti, B. Collins, J. Forrest, M. Blinder, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$325.00	0.7	\$227.50
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest (all Deloitte), and M. Korycki and B. Griffith (both M-III) to discuss outstanding tax workstreams.	\$975.00	0.4	\$390.00
Collins, Bryan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest, M. Blinder, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$975.00	0.7	\$682.50
Espinola, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Blinder, B. Sullivan, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Research Illinois franchise tax questions and draft response to B. Sullivan (Deloitte) with regard to the bankruptcy order.	\$595.00	0.7	\$416.50
Espinola, Jonathan	Research North Carolina and South Carolina franchise tax issues for short period returns.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Call with B. Sullivan and A. Tilley (all Deloitte) regarding North Carolina and South Carolina franchise tax issues.	\$595.00	0.4	\$238.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/13/2019				
Espinola, Jonathan	Call with B. Sullivan, E. Tzavelis (both Deloitte), B. Griffin, K. Lejkowski (both Sears) regarding state franchise tax questions.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with B. Walsh (Illinois JTL) regarding Illinois franchise tax questions.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and M. Korycki and B. Griffith (both M-III) to discuss outstanding tax workstreams.	\$595.00	0.4	\$238.00
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Blinder, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$595.00	0.7	\$416.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins (all Deloitte), and M. Korycki and B. Griffith (both M-III) to discuss outstanding tax workstreams.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, M. Blinder, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Review information related to valuation of intercompany accounts.	\$975.00	0.4	\$390.00
Paxton, Michael	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Blinder, B. Sullivan, J. Espinola (all Deloitte) to discuss valuation of intercompany receivables.	\$725.00	0.7	\$507.50
Sullivan, Brian	Research IL franchise tax reduction for bankrupt estates	\$850.00	1.1	\$935.00
Sullivan, Brian	Call with J. Espinola and A. Tilley (both Deloitte) regarding North Carolina and South Carolina franchise tax issues.	\$850.00	0.4	\$340.00
Sullivan, Brian	Research North Carolina franchise tax reductions for short period tax years	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/13/2019				
Sullivan, Brian	Research South Carolina franchise tax reduction for short period tax years	\$850.00	0.4	\$340.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Blinder, J. Espinola, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$850.00	0.7	\$595.00
Tilley, Art	Call with B. Sullivan and J. Espinola (both Deloitte) regarding North Carolina and South Carolina franchise tax issues.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest, M. Blinder, B. Sullivan, J. Espinola, and M. Paxton (all Deloitte) to discuss valuation of intercompany receivables.	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, J. Allegretti, B. Collins, J. Forrest (all Deloitte), and M. Korycki and B. Griffith (both M-III) to discuss outstanding tax workstreams.	\$850.00	0.4	\$340.00
05/14/2019				
Allegretti, Joe	Update the substantially all calculation for the updated balance sheets provided by the Company.	\$325.00	2.5	\$812.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, B. Sullivan (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss the tax characterization of losses and other related tax implications.	\$325.00	0.8	\$260.00
Blinder, Michael	Review federal character of loss triggered on exchange of intercompany receivable to analyze potential state tax implications.	\$975.00	1.6	\$1,560.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/14/2019				
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Allegretti, J. Forrest, B. Sullivan (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss the tax characterization of losses and other related tax implications.	\$325.00	0.8	\$260.00
Collins, Bryan	Research Section 1231 tax issue.	\$975.00	1.0	\$975.00
Espinola, Jonathan	Research Delaware franchise tax statute and information pertaining to recently enacted maximum franchise tax calculation.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Call with B. Sullivan and K. Stoops (all Deloitte) to discuss Delaware franchise tax issues.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Analyze state franchise tax questions raised by Sears and Miii partners.	\$595.00	0.2	\$119.00
Fielding, Stephen	Call with E. Tzavelis, C. Chaten, J. Allegretti, J. Forrest, B. Sullivan (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss the tax characterization of losses and other Sears Brands tax implications.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chaten, J. Allegretti, B. Sullivan (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss the tax characterization of losses and other related tax implications.	\$975.00	0.8	\$780.00
Stoops, Kenneth	Call with B. Sullivan, J. Espinola and K. Stoops (all Deloitte) to discuss Delaware franchise tax issues.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with E. Tzavelis, S. Fielding, C. Chaten, J. Allegretti, J. Forrest (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss the tax characterization of losses and other related tax implications.	\$850.00	0.8	\$680.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/14/2019				
Sullivan, Brian	Call with J. Espinola and K. Stoops (both Deloitte) to discuss Delaware franchise tax issues.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, J. Allegretti, J. Forrest, B. Sullivan (all Deloitte), and S. Goldring, M. Hoenig, E. Remijan, and E. Allison (all Weil) to discuss the tax characterization of losses and other related tax implications.	\$850.00	0.8	\$680.00
05/15/2019				
Allegretti, Joe	Call with E. Tzavelis and S. Fielding (both Deloitte) to discuss the updated "Sub. All" calculation.	\$325.00	0.5	\$162.50
Allegretti, Joe	Update tax basis balance sheet.	\$325.00	1.7	\$552.50
Blinder, Michael	Review character of loss on exchange of intercompany receivable triggered in certain restructuring transactions.	\$975.00	2.3	\$2,242.50
Espinola, Jonathan	Research Delaware franchise tax questions.	\$595.00	0.3	\$178.50
Fielding, Stephen	Call with E. Tzavelis and J. Allegretti (both Deloitte) to discuss the updated "Sub. All" calculation and response to the Company.	\$595.00	0.5	\$297.50
Sullivan, Brian	Research Delaware franchise tax reduction opportunities	\$850.00	0.4	\$340.00
Sullivan, Brian	Research north Carolina and South Carolina franchise tax reduction opportunities	\$850.00	0.3	\$255.00
Tzavelis, Elias	Call with S. Fielding and J. Allegretti to discuss the updated "Sub. All" calculation and response to the Company.	\$850.00	0.5	\$425.00
05/16/2019				
Allegretti, Joe	Research all assets test calculation for January 1, 2019.	\$325.00	1.1	\$357.50
Allegretti, Joe	Analyze substantially all assets test in connection with the Representations letter being drafted by Weil's tax team.	\$325.00	1.2	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/16/2019				
Allegretti, Joe	Call with J. Forrest, E. Tzavelis, B. Sullivan, M. Paxton, J. Espinola (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the impact of the Sears Brands Business Unit Corporation transaction on state and local taxes.	\$325.00	0.6	\$195.00
Blinder, Michael	Review character of loss on exchange of intercompany receivable triggered in certain restructuring transactions.	\$975.00	1.1	\$1,072.50
Espinola, Jonathan	Call with B. Sullivan, B. Walsh, E. Tzavelis, M. Paxton(all Deloitte), Weil, and MIII-Partners to discuss Illinois franchise tax issues.	\$595.00	0.5	\$297.50
Espinola, Jonathan	Call with J. Forrest, E. Tzavelis, B. Sullivan, M. Paxton, J. Allegretti (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the impact of the Sears Brands Business Unit Corporation transaction on state and local taxes.	\$595.00	0.6	\$357.00
Forrest, Jonathan	Call with E. Tzavelis, B. Sullivan, M. Paxton, J. Espinola, J. Allegretti (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the impact of the Sears Brands Business Unit Corporation transaction on state and local taxes.	\$975.00	0.6	\$585.00
Paxton, Michael	Call with J. Forrest, E. Tzavelis, B. Sullivan, J. Espinola, J. Allegretti (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the impact of the Sears Brands Business Unit Corporation transaction on state and local taxes.	\$725.00	0.6	\$435.00
Paxton, Michael	Call with B. Sullivan, B. Walsh, E. Tzavelis, J. Espinola (Deloitte), Weil and MIII-Partners to discuss Illinois franchise tax issues.	\$725.00	0.5	\$362.50
Sullivan, Brian	Call with B. Walsh, E. Tzavelis, M. Paxton, J. Espinola (all Deloitte), Weil and MIII-Partners to discuss Illinois franchise tax issues.	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/16/2019				
Sullivan, Brian	Call with J. Forrest, E. Tzavelis, M. Paxton, J. Espinola, J. Allegretti (Deloitte), Weil tax, Cleary tax and PwC tax to discuss the impact of the Sears Brands Business Unit Corporation transaction on state and local taxes.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with J. Forrest, B. Sullivan, M. Paxton, J. Espinola, J. Allegretti (all Deloitte), Weil tax, Cleary tax and PwC tax to discuss the impact of the Sears Brands Business Unit Corporation transaction on state and local taxes.	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Sullivan, B. Walsh, M. Paxton, J. Espinola (Deloitte), Weil and MIII-Partners to discuss Illinois franchise tax issues.	\$850.00	0.5	\$425.00
05/17/2019				
Ahmadi, Cyavash	Research franchise tax short period for Illinois.	\$450.00	0.5	\$225.00
Allegretti, Joe	Read disclosure statement to compare transaction and assumptions with tax attribute reduction modeling.	\$325.00	0.6	\$195.00
Chatten, Colin	Research potential mismatch between federal and state tax characterization of certain tax losses.	\$325.00	3.2	\$1,040.00
Espinola, Jonathan	Research Delaware franchise tax proration and incorporate findings in a draft email to client and client's advisors.	\$595.00	0.5	\$297.50
Sullivan, Brian	Research Delaware franchise tax proration rules for liquidating corporations	\$850.00	0.7	\$595.00
Sullivan, Brian	Research character of gain treatment in Louisiana and Oklahoma for proposed taxable liquidation of Sears Brands	\$850.00	1.1	\$935.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/17/2019				
Walsh, Brian	Call with attorneys and Deloitte personel to discuss possible ways to reduce paid in capital under the bankruptcy provisions in the Illinois Business Corporations Act for the Illinois Franchise tax.	\$850.00	1.0	\$850.00
05/20/2019				
Allegretti, Joe	Prepare email to provide to Weil tax to update their Representations Letter.	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, and M. Schreiber (all Deloitte) to discuss the latest draft of the tax representation letter.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss the latest draft of the tax representation letter.	\$325.00	0.5	\$162.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss the latest draft of the tax representation letter.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Review proposed representations.	\$975.00	0.6	\$585.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, and M. Schreiber (all Deloitte) to discuss the latest draft of the tax representation letter.	\$975.00	0.5	\$487.50
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest (all Deloitte) to discuss the latest draft of the tax representation letter	\$450.00	0.5	\$225.00
Sullivan, Brian	Research Delaware franchise tax research.	\$850.00	0.9	\$765.00
05/21/2019				
Ahmadi, Cyavash	Perform Illinois LLC franchise tax research.	\$450.00	0.3	\$135.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/21/2019				
Allegretti, Joe	Review information related to going out of business sales, including basis in controlled foreign subsidiaries for Indian entities and processes of substantially all assets test.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Forrest, and M. Schreiber (all Deloitte) to discuss tax representation letter.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring (Weil) to discuss tax representation letter and allocation of emergence transaction consideration to certain Indian entities.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss tax representation letter.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, S. Fielding, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring (Weil) to discuss tax representation letter and allocation of emergence transaction consideration to certain Indian entities.	\$325.00	0.5	\$162.50
Espinola, Jonathan	Review Sears Holding Corp. 10-K filing for capital base.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Research additional Delaware franchise tax questions.	\$595.00	0.2	\$119.00
Espinola, Jonathan	Call with B. Sullivan, B. Walsh, and M. Paxton (all Deloitte), Weil and MIII-Partners to discuss Illinois franchise tax issues.	\$595.00	0.4	\$238.00
Fielding, Stephen	Read and comment on draft tax opinion representations provided by Cleary tax.	\$595.00	1.5	\$892.50
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss tax representation letter.	\$595.00	0.5	\$297.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/21/2019				
Fielding, Stephen	Call with E. Tzavelis, C. Chatten, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring (Weil) to discuss tax representation letter and allocation of emergence transaction consideration to certain Indian entities.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, M. Schreiber (all Deloitte), and S. Goldring (Weil) to discuss tax representation letter and allocation of emergence transaction consideration to certain Indian entities.	\$975.00	0.5	\$487.50
Forrest, Jonathan	Review draft representations for Cleary opinion.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, and M. Schreiber (all Deloitte) to discuss tax representation letter.	\$975.00	0.5	\$487.50
Paxton, Michael	Call with B. Sullivan, B. Walsh, J. Espinola (all Deloitte), Weil and MIII-Partners to discuss Illinois franchise tax issues.	\$725.00	0.4	\$290.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, J. Allegretti, J. Forrest (all Deloitte), and S. Goldring (Weil) to discuss tax representation letter and allocation of emergence transaction consideration to certain Indian entities.	\$450.00	0.5	\$225.00
Schreiber, Mendy	Call with E. Tzavelis, S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte) to discuss tax representation letter.	\$450.00	0.5	\$225.00
Sullivan, Brian	Call with B. Walsh (Deloitte) to discuss request for extension to file Illinois franchise tax report	\$850.00	0.2	\$170.00
Sullivan, Brian	Call with B. Walsh, M. Paxton, J. Espinola (all Deloitte), Weil and MIII-Partners to discuss Illinois franchise tax issues.	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/21/2019				
Tzavelis, Elias	Discuss workstreams for tax structuring analysis with S. Fielding and C. Chatten (both Deloitte).	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, M. Butler, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss tax representation letter.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, J. Allegretti, J. Forrest, M. Schreiber (all Deloitte), and S. Goldring (Weil) to discuss tax representation letter and allocation of emergence transaction consideration to certain Indian entities.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with S. Fielding, C. Chatten, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss the latest draft of the tax representation letter.	\$850.00	0.5	\$425.00
Walsh, Brian	Call with attorneys and Deloitte personel to discuss possible ways to reduce paid in capital under the bankruptcy provisions for the Illinois Franchise tax.	\$850.00	1.0	\$850.00
05/22/2019				
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, J. Forrest, and M. Schreiber (all Deloitte) to discuss the tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$325.00	0.4	\$130.00
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, J. Forrest, and M. Schreiber (all Deloitte) to discuss the tax representation letter.	\$325.00	0.5	\$162.50
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, M. Butler (all Deloitte) to discuss the tax representation letter and tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$325.00	0.8	\$260.00
Allegretti, Joe	Review Representations Letter.	\$325.00	0.3	\$97.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/22/2019				
Chatten, Colin	Summarize fees and expenses into workstream categories to assist Weil in determining which fees may be reimbursable by TransformCo.	\$325.00	6.2	\$2,015.00
Chatten, Colin	Call with E. Tzavelis, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss the tax representation letter.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss the tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis (Deloitte) to discuss tax representation letter.	\$325.00	0.5	\$162.50
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) to discuss the tax representation letter and tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$325.00	0.8	\$260.00
Dugan, Mike	Call with T. Hermanson (Deloitte) regarding Illinois franchise tax matter.	\$850.00	1.8	\$1,530.00
Dugan, Mike	Call with B. Sullivan, T. Hermanson, M. Dugan and J. Espinola (all Deloitte) to discuss Illinois franchise tax issues and potential reduction to paid in capital.	\$850.00	0.8	\$680.00
Espinola, Jonathan	Call with B. Sullivan, T. Hermanson, and M. Dugan (all Deloitte) to discuss Illinois franchise tax issues and potential reduction to paid in capital.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, J. Allegretti, and M. Schreiber (all Deloitte) to discuss the tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, J. Allegretti, and M. Schreiber (all Deloitte) to discuss the tax representation letter.	\$975.00	0.5	\$487.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/22/2019				
Schreiber, Mendy	Call with E. Tzavelis, C. Chatten, J. Allegretti, J. Forrest (all Deloitte) to discuss the tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$450.00	0.4	\$180.00
Schreiber, Mendy	Call with E. Tzavelis, C. Chatten, J. Allegretti, J. Forrest (all Deloitte) to discuss the tax representation letter.	\$450.00	0.5	\$225.00
Sullivan, Brian	Research Illinois franchise tax regarding bankruptcy court orders regarding reduction of paid-in-capital	\$850.00	1.7	\$1,445.00
Sullivan, Brian	Call with T. Hermanson, M. Dugan and J. Espinola (all Deloitte) to discuss Illinois franchise tax issues and potential reduction to paid in capital.	\$850.00	0.8	\$680.00
Tzavelis, Elias	Call with C. Chatten, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss the tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with C. Chatten, J. Allegretti, J. Forrest, and M. Schreiber (all Deloitte) to discuss the tax representation letter.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with C. Chatten (Deloitte) to discuss tax representation letter.	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss the tax representation letter and tax implications of allocating certain purchase price consideration to Indian subsidiaries.	\$850.00	0.8	\$680.00
05/23/2019				
Allegretti, Joe	Call with J. Forrest, E. Tzavelis, M. Butler (all Deloitte) and Weil's corporate and tax teams to discuss the treatment of the transfer of the equity of India to TransformCo for U.S. federal and state tax purposes.	\$325.00	1.0	\$325.00
Allegretti, Joe	Draft email to Weil tax with respect to their question on Representation #9.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/23/2019				
Chatten, Colin	Continue to summarize fees into workstream categories to assist Weil in determining which fees may be reimbursable by TransformCo.	\$325.00	4.4	\$1,430.00
Dugan, Mike	Review Illinois franchise tax penalty calculation and related email correspondence from Weil.	\$850.00	0.6	\$510.00
Espinola, Jonathan	Draft revisions to state income tax model for additional taxable income items at Sears Holding Corp. and/or Sears Roebuck.	\$595.00	1.7	\$1,011.50
Forrest, Jonathan	Call with E. Tzavelis, M. Butler, J. Allegretti (all Deloitte) and Weil's corporate and tax teams to discuss the treatment of the transfer of the equity of India to TransformCo for U.S. federal and state tax purposes.	\$975.00	0.5	\$487.50
Sullivan, Brian	Research Illinois penalty provisions for underpayment of franchise tax	\$850.00	0.8	\$680.00
Sullivan, Brian	Draft email to Weil and Miii documenting accounting research regarding potential paid-in-capital reductions for purposes of the Illinois franchise tax	\$850.00	0.7	\$595.00
Tzavelis, Elias	Call with J. Forrest, M. Butler, J. Allegretti (all Deloitte) and Weil's corporate and tax teams to discuss the treatment of the transfer of the equity of India to TransformCo for US federal and state tax purposes.	\$850.00	1.0	\$850.00
05/24/2019				
Paxton, Michael	Review state gain calculation updates.	\$725.00	0.4	\$290.00
Sullivan, Brian	Review state cash tax model for scenarios including potential gains at Sears Roebuck and Co. and Sears Holding Corp. related to foreign entities	\$850.00	2.1	\$1,785.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/28/2019				
Allegretti, Joe	Call with E. Tzavelis, C. Chatten and M. Butler (all Deloitte) and S. Goldring (Weil) to discuss liquidation analysis and purchase price allocation matters raised during discussions with UCC.	\$325.00	0.2	\$65.00
Allegretti, Joe	Tax update call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest (all Deloitte), S. Goldring and M. Hoenig (both Weil), S. Joffe and D. Steinberg (both FTI), and H. Jacobson (Akin Gump).	\$325.00	0.6	\$195.00
Allegretti, Joe	Call with E. Tzavelis, C. Chatten and M. Butler (all Deloitte) to discuss liquidation analysis and purchase price allocation matters raised during discussions with UCC.	\$325.00	0.1	\$32.50
Allegretti, Joe	Call with E. Tzavelis, C. Chatten and M. Butler (all Deloitte) to prepare for discussions with UCC.	\$325.00	0.2	\$65.00
Chatten, Colin	Tax update call with E. Tzavelis, M. Butler, J. Allegretti, and J. Forrest (all Deloitte), S. Goldring and M. Hoenig (both Weil), S. Joffe and D. Steinberg (both FTI), and H. Jacobson (Akin Gump).	\$325.00	0.6	\$195.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) and S. Goldring (Weil) to discuss liquidation analysis and purchase price allocation matters raised during discussions with UCC.	\$325.00	0.2	\$65.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) to discuss liquidation analysis and purchase price allocation matters raised during discussions with UCC.	\$325.00	0.1	\$32.50
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Allegretti (all Deloitte) to prepare for discussions with UCC.	\$325.00	0.2	\$65.00
Dugan, Mike	Review email correspondence regarding Illinois franchise tax status decisions and interest rates.	\$850.00	0.2	\$170.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/28/2019				
Forrest, Jonathan	Tax update call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte), S. Goldring and M. Hoenig (both Weil), S. Joffe and D. Steinberg (both FTI), and H. Jacobson (Akin Gump).	\$975.00	0.6	\$585.00
Tzavelis, Elias	Call with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) and S. Goldring (Weil) to discuss liquidation analysis and purchase price allocation matters raised during discussions with UCC.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Tax update call with C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte), S. Goldring and M. Hoenig (both Weil), S. Joffe and D. Steinberg (both FTI), and H. Jacobson (Akin Gump).	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss liquidation analysis and purchase price allocation matters raised during discussions with UCC.	\$850.00	0.1	\$85.00
Tzavelis, Elias	Call with C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to prepare for discussions with UCC.	\$850.00	0.2	\$170.00
Tzavelis, Elias	Call with M. Butler and C. Chatten (both Deloitte) to discuss status of federal income tax model.	\$850.00	0.1	\$85.00
05/30/2019				
Atwal, Justin	Identify differences in inside outside basis.	\$325.00	2.4	\$780.00
Espinola, Jonathan	Continue updating executive summary memorandum for state income tax model and state attribute reduction model.	\$595.00	0.5	\$297.50
Sullivan, Brian	Review state tax model with treatment of intercompany receivable exchange resulting in capital loss vs. ordinary recapture	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/31/2019				
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, M. Butler, J. Forrest, and B. Sullivan (all Deloitte) to discuss the federal and state tax characterization of gain resulting from Sears Brands transaction.	\$325.00	0.3	\$97.50
Atwal, Justin	Identify differences in inside and outside basis for stock basis analysis	\$325.00	2.8	\$910.00
Atwal, Justin	Continue to identify differences in inside and outside basis for stock basis analysis.	\$325.00	2.5	\$812.50
Butler, Mike	Research characterization of gain on sale of IP.	\$595.00	1.1	\$654.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, J. Allegretti, J. Forrest, and B. Sullivan (all Deloitte) to discuss the federal and state tax characterization of gain resulting from Sears Brands transaction.	\$595.00	0.3	\$178.50
Chatten, Colin	Call with E. Tzavelis, M. Butler, J. Allegretti, J. Forrest, and B. Sullivan (all Deloitte) to discuss the federal and state tax characterization of gain resulting from Sears Brands transaction.	\$325.00	0.3	\$97.50
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and B. Sullivan (all Deloitte) to discuss the federal and state tax characterization of gain resulting from Sears Brands transaction.	\$975.00	0.3	\$292.50
Sullivan, Brian	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, J. Forrest (all Deloitte) to discuss the federal and state tax characterization of gain resulting from Sears Brands transaction.	\$850.00	0.3	\$255.00
Testoff, Robert	Review character of gain arising from transactions involving Sears Brands Business Unit Corporation.	\$975.00	0.8	\$780.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
05/31/2019				
Tzavelis, Elias	Call with C. Chatten, M. Butler, J. Allegretti, J. Forrest, and B. Sullivan (all Deloitte) to discuss the federal and state tax characterization of gain resulting from Sears Brands transaction.	\$850.00	0.3	\$255.00
06/03/2019				
Chatten, Colin	Research federal tax characterization of gain resulting from certain intellectual property transactions.	\$325.00	1.6	\$520.00
Espinola, Jonathan	Draft revisions to executive summary memo for state income tax model and tax attribute reduction model.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Review tax issues raised by taxable liquidation of Sears Brands.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with B. Testoff (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Testoff, Robert	Call with J. Forrest (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Testoff, Robert	Analyze gain on liquidation of Sears Brands.	\$975.00	0.5	\$487.50
06/04/2019				
Espinola, Jonathan	Update executive summary memo based on current version of state income tax model.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Meet with J. Rohrs (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Rohrs, Jane	Prepare for and meet with J. Forrest (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Rohrs, Jane	Search for IRC section 1231 general counsel memorandum regarding character of sale of intellectual property.	\$975.00	0.2	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/06/2019				
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest (all Deloitte) regarding federal tax characterization of gain resulting from certain transactions involving Sears Brands Business Unit Corporation transactions and potential tax filing requirements associated therewith.	\$595.00	0.7	\$416.50
Butler, Mike	Update substantially all analysis.	\$595.00	1.4	\$833.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest (all Deloitte) regarding federal tax characterization of gain resulting from certain transactions involving Sears Brands Business Unit Corporation transactions and potential tax filing requirements associated therewith.	\$325.00	0.7	\$227.50
Espinola, Jonathan	Draft additional revisions to executive summary memo.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, and M. Butler (all Deloitte) regarding federal tax characterization of gain resulting from certain transactions involving Sears Brands Business Unit Corporation transactions and potential tax filing requirements associated therewith.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Draft correspondence related to the taxable dissolution of Sears Brands.	\$975.00	0.2	\$195.00
Forrest, Jonathan	Evaluate character of gain on dissolution of Sears Brands.	\$975.00	0.6	\$585.00
Testoff, Robert	Analyze character of gain on liquidation of Sears Brands.	\$975.00	0.8	\$780.00
06/07/2019				
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest (all Deloitte) to discuss tax aspects of the asset purchase agreement representation letter.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/07/2019				
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest to discuss the state tax implications of allocating certain consideration to Sears Indian entities.	\$595.00	0.1	\$59.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, and M. Butler (both Deloitte) and E. Remijan (Weil) regarding state tax implications of allocating certain consideration to Sears Indian entities.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and B. Sullivan (all Deloitte) regarding tax implications of allocating certain consideration to Sears Indian entities.	\$595.00	0.4	\$238.00
Butler, Mike	Research treatment of ordinary income recapture.	\$595.00	2.6	\$1,547.00
Chatten, Colin	Call with E. Tzavelis and M. Butler (both Deloitte) and E. Remijan (Weil) regarding state tax implications of allocating certain consideration to Sears Indian entities.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and B. Sullivan (all Deloitte) regarding tax implications of allocating certain consideration to Sears Indian entities.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest (all Deloitte) to discuss tax aspects of the asset purchase agreement representation letter.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/07/2019				
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest to discuss the state tax implications of allocating certain consideration to Sears Indian entities.	\$325.00	0.1	\$32.50
Chatten, Colin	Review email correspondence with Weil regarding federal tax characterization of gain resulting from Sears Brands transactions.	\$325.00	0.2	\$65.00
Chatten, Colin	Review footnotes in federal income tax analysis and summary explanation of assumptions documents for information related to Sears Brands transaction.	\$325.00	0.4	\$130.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chaten, and M. Butler (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chaten, and M. Butler (all Deloitte) to discuss tax aspects of the asset purchase agreement representation letter.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Call with E. Tzavelis, C. Chaten, and M. Butler to discuss the state tax implications of allocating certain consideration to Sears Indian entities.	\$975.00	0.1	\$97.50
Forrest, Jonathan	Review asset purchase agreement representation letter.	\$975.00	0.6	\$585.00
Sullivan, Brian	Call with E. Tzavelis, C. Chaten, M. Butler (all Deloitte) regarding tax implications of allocating certain consideration to Sears Indian entities.	\$850.00	0.4	\$340.00
Testoff, Robert	Consider character of gain arising from certain Sears Brands Business Unit Corporation transactions.	\$975.00	0.3	\$292.50
Tzavelis, Elias	Consider tax implications of certain transactions involving Sears Brands	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with C. Chaten, M. Butler, and J. Forrest (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/09/2019				
Espinola, Jonathan	Draft additional technical discussion for executive summary memo pertaining to state tax attribute reduction.	\$595.00	0.5	\$297.50
06/10/2019				
Chatten, Colin	Consider comments from S. Goldring and E. Remijan of Weil regarding language in representation letter for Cleary's tax opinion.	\$325.00	0.5	\$162.50
Espinola, Jonathan	Draft additional technical discussion for state executive summary memo pertaining to state attribute reduction and state income tax model.	\$595.00	1.3	\$773.50
Gareau, Matthew	Discussion with E. Tzavelis (Deloitte) regarding tax filings required for state law conversion of Remainco subsidiary.	\$975.00	0.3	\$292.50
Tzavelis, Elias	Discussion with M. Gareau (Deloitte) regarding tax filings required for state law conversion of Remainco subsidiary.	\$850.00	0.3	\$255.00
06/11/2019				
Espinola, Jonathan	Additional revisions to matrices to attach to summary memo pertaining to Treas. Reg. sections 1.1502-28, -32 and -13.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review tax opinion representation letter.	\$975.00	0.8	\$780.00
Tzavelis, Elias	Discussion with M. Butler (Deloitte) regarding edits to representation letter.	\$850.00	0.7	\$595.00
06/12/2019				
Atwal, Justin	Perform inside outside basis reconciliation using client provided trial balances.	\$325.00	2.7	\$877.50
Forrest, Jonathan	Review questions related to character of gain at Sears Brands.	\$975.00	0.4	\$390.00
06/13/2019				
Allegretti, Joe	Update the substantially all calculation and send .pdf and excel file to Deloitte M&A tax team.	\$325.00	0.7	\$227.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/13/2019				
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, M. Butler and J. Forrest (all Deloitte) to discuss the tax representation letter.	\$325.00	0.7	\$227.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, and M. Butler (both Deloitte) to discuss the tax representation letter and tax characterization of gain resulting from SBBU transactions.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) to discuss the tax representation letter.	\$595.00	0.7	\$416.50
Chatten, Colin	Call with E. Tzavelis and M. Butler (both Deloitte) to discuss the tax representation letter and tax characterization of gain resulting from SBBU transactions.	\$325.00	0.3	\$97.50
Chatten, Colin	Discuss tax characterization of gain resulting from Sears Brands transactions with E. Tzavelis (Deloitte).	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) to discuss the tax representation letter.	\$325.00	0.7	\$227.50
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss the tax representation letter.	\$975.00	0.7	\$682.50
Tzavelis, Elias	Discuss tax characterization of gain resulting from SBBU transactions with C. Chatten (Deloitte).	\$850.00	0.4	\$340.00
06/14/2019				
Forrest, Jonathan	Review issues related to the application of the anti-churning rules to Sears Brands.	\$975.00	0.4	\$390.00
Tzavelis, Elias	Draft email correspondence to Weil tax team regarding Remainco representation letter.	\$850.00	0.8	\$680.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/18/2019				
Butler, Mike	Call with B. Sullivan, E. Tzavelis and M. Butler (all Deloitte) to discuss state tax consequences of potential character mismatch of gain from liquidation of Sears Brands Business Unit in emergence transaction	\$595.00	0.5	\$297.50
Espinola, Jonathan	Update state cash tax model and state attribute reduction model per New York audit updates.	\$595.00	0.8	\$476.00
Sullivan, Brian	Call with E. Tzavelis and M. Butler (all Deloitte) to discuss state tax consequences of potential character mismatch of gain from liquidation of Sears Brands Business Unit in emergence transaction	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Sullivan and M. Butler (all Deloitte) to discuss state tax consequences of potential character mismatch of gain from liquidation of Sears Brands Business Unit in emergence transaction	\$850.00	0.5	\$425.00
06/19/2019				
Espinola, Jonathan	Additional revisions to state cash tax model for New York proposed audit adjustments.	\$595.00	0.7	\$416.50
Sullivan, Brian	Review revised state tax model incorporating changes to New York NOL resulting from proposed audit adjustments	\$850.00	1.1	\$935.00
06/20/2019				
Allegretti, Joe	Locate the latest interest haircut calculation provided by the Company to provide to PwC.	\$325.00	0.2	\$65.00
Espinola, Jonathan	Call with B. Sullivan (Deloitte) and PWC regarding state income tax model and attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Prepare for call with PWC regarding state tax models.	\$595.00	0.3	\$178.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/20/2019				
Sullivan, Brian	Call with J. Espinola (Deloitte) and PWC regarding state income tax model and attribute reduction model.	\$850.00	0.4	\$340.00
06/24/2019				
Chatten, Colin	Call with E. Tzavelis and M. Butler of Deloitte Tax to discuss potential pre-emergence restructuring transactions and plan outstanding workstreams.	\$325.00	0.4	\$130.00
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state cash tax model and attribute reduction.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Revise state income tax model.	\$595.00	1.9	\$1,130.50
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state cash tax model and attribute reduction.	\$725.00	0.3	\$217.50
06/25/2019				
Espinola, Jonathan	Additional revisions to attribute reduction model to incorporate cash tax model updates.	\$595.00	2.1	\$1,249.50
06/26/2019				
Espinola, Jonathan	Additional revisions to state attribute reduction model.	\$595.00	0.7	\$416.50
06/28/2019				
Butler, Mike	Research and respond to questions from Cleary regarding intercompany receivables	\$595.00	1.6	\$952.00
Chatten, Colin	Categorize fees and expenses incurred by Deloitte Tax to assist Weil in determining whether such fees and expenses are reimbursable by ESL under the asset purchase agreement.	\$325.00	1.2	\$390.00
Espinola, Jonathan	Additional revisions to state attribute reduction model.	\$595.00	2.1	\$1,249.50
Subtotal for Tax Restructuring Services:			2,069.3	\$1,275,509.00
Total			2,349.9	\$1,419,851.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Adjustment

50% Non-Working Travel Reduction

(\$34,125.00)**Adjustment Subtotal :****(\$34,125.00)****Total****2,349.9 \$1,385,726.00**

Recapitulation

Name	Rate	Hours	Fees
Blinder, Michael	\$975.00	11.0	\$10,725.00
Bryan, Michael	\$975.00	1.5	\$1,462.50
Cohen, Harrison	\$975.00	0.5	\$487.50
Collins, Bryan	\$975.00	109.5	\$106,762.50
Forrest, Jonathan	\$975.00	127.2	\$124,020.00
Gareau, Matthew	\$975.00	0.3	\$292.50
Gibian, Craig	\$975.00	0.4	\$390.00
Pauls, William	\$975.00	22.5	\$21,937.50
Penico, Victor	\$975.00	1.3	\$1,267.50
Rohrs, Jane	\$975.00	0.5	\$487.50
Testoff, Robert	\$975.00	2.7	\$2,632.50
Warco, Dave	\$975.00	0.5	\$487.50
Yanchisin, Helen	\$975.00	1.4	\$1,365.00
Dugan, Mike	\$850.00	3.4	\$2,890.00
Goertz, Ray	\$850.00	0.4	\$340.00
Gordon, Jared	\$850.00	0.6	\$510.00
Hermanson, Tom	\$850.00	30.0	\$25,500.00
Hoffman, David	\$850.00	10.8	\$9,180.00
Huston, Michael	\$850.00	14.4	\$12,240.00
Ng, Linda	\$850.00	6.2	\$5,270.00
Stoops, Kenneth	\$850.00	0.5	\$425.00
Sullivan, Brian	\$850.00	111.2	\$94,520.00
Tarrant, Steve	\$850.00	5.0	\$4,250.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Recapitulation

Name	Rate	Hours	Fees
Tilley, Art	\$850.00	0.4	\$340.00
Trachtenberg, Jack	\$850.00	2.1	\$1,785.00
Tzavelis, Elias	\$850.00	165.6	\$140,760.00
Walsh, Brian	\$850.00	2.0	\$1,700.00
Williams, Lance	\$850.00	0.3	\$255.00
Damin, John	\$725.00	0.5	\$362.50
Paxton, Michael	\$725.00	50.4	\$36,540.00
Rutherford, Amber	\$725.00	1.0	\$725.00
Savage, Tara	\$725.00	15.5	\$11,237.50
Baily, Brianna	\$595.00	41.6	\$24,752.00
Bakaya, Shaheen	\$595.00	0.9	\$535.50
Butler, Mike	\$595.00	374.0	\$222,530.00
Corrigan, Kevin	\$595.00	143.3	\$85,263.50
Dempsey, Jacob	\$595.00	0.5	\$297.50
Espinola, Jonathan	\$595.00	150.0	\$89,250.00
Fielding, Stephen	\$595.00	170.0	\$101,150.00
Jerwick, Erika	\$595.00	7.7	\$4,581.50
Lowry, Jamie	\$595.00	23.6	\$14,042.00
Yang, Annie	\$595.00	8.7	\$5,176.50
Ahmadi, Cyavash	\$450.00	21.4	\$9,630.00
Browning, Maria	\$450.00	32.7	\$14,715.00
Schreiber, Mendy	\$450.00	55.1	\$24,795.00
Uger, Anna	\$450.00	1.8	\$810.00
Abrom, Carisa	\$325.00	46.5	\$15,112.50
Allegretti, Joe	\$325.00	350.7	\$113,977.50
Allen, Michael	\$325.00	0.6	\$195.00
Atwal, Justin	\$325.00	29.9	\$9,717.50
Chatten, Colin	\$325.00	156.6	\$50,895.00
Chionchio, Michelle	\$325.00	5.9	\$1,917.50

Sears Holdings Corporation**Deloitte Tax LLP****Fees Sorted by Category for the Fee Period**

March 01, 2019 - June 30, 2019

Recapitulation

Name	Rate	Hours	Fees
Elandary, Hannah	\$325.00	0.1	\$32.50
Fama, Frank	\$325.00	2.0	\$650.00
Gutierrez, Dalia	\$325.00	8.0	\$2,600.00
Hybl, Claire	\$325.00	15.6	\$5,070.00
Shrestha, Rosy	\$325.00	3.1	\$1,007.50
50% Non-Working Travel Reduction			<u>(\$34,125.00)</u>
Total		2,349.9	\$1,385,726.00

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Category	Date	Description	Amount
<i>Airfare</i>			
Butler, Mike	03/02/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$426.10
Allegretti, Joe	03/03/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$489.10
Butler, Mike	03/14/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$474.50
Allegretti, Joe	03/20/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$500.00
Butler, Mike	03/21/2019	Roundtrip coach airfare from Chicago, IL to New York, NY	\$500.00
Collins, Bryan	03/22/2019	Roundtrip coach airfare from Washington, DC to New York, NY	\$574.96
Tzavelis, Elias	04/05/2019	Roundtrip coach airfare from New York, NY to Washington, DC	\$271.55
Allegretti, Joe	04/06/2019	Roundtrip coach airfare from Chicago, IL to Washington, DC	\$535.40
Butler, Mike	04/07/2019	Roundtrip coach airfare from Chicago, IL to Washington, DC	\$678.35
Corrigan, Kevin	05/03/2019	Roundtrip coach airfare from New York, NY to Chicago, IL	\$392.20
Atwal, Justin	05/28/2019	One-way coach airfare from Chicago, IL to New York, NY	\$175.55
Atwal, Justin	05/31/2019	One-way coach airfare from New York, NY to Chicago, IL	\$175.55
Subtotal for Airfare:			<hr/> \$5,193.26

Hotel

Allegretti, Joe	03/17/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	03/17/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$45.27
Butler, Mike	03/17/2019	Hotel room tax charge in New York, NY (JW Marriott) - 6 nights	\$349.82

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Category	Date	Description	Amount
<i>Hotel</i>			
Butler, Mike	03/17/2019	Hotel room charge in New York, NY (JW Marriott) - 6 nights	\$1,717.00
Allegretti, Joe	03/18/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	03/18/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	03/19/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	03/19/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	03/24/2019	Hotel room tax charge in Washington, DC (W hotel)	\$44.70
Allegretti, Joe	03/24/2019	Hotel room charge in Washington, DC (W hotel)	\$225.00
Butler, Mike	03/24/2019	Hotel room tax charge in Washington, DC (W hotel)	\$44.70
Butler, Mike	03/24/2019	Hotel room charge in Washington, DC (W hotel)	\$225.00
Allegretti, Joe	03/25/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	03/25/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Allegretti, Joe	03/26/2019	Hotel room tax charge in New York, NY (JW Marriott)	\$47.16
Allegretti, Joe	03/26/2019	Hotel room charge in New York, NY (JW Marriott)	\$296.00
Butler, Mike	04/01/2019	Hotel room charge in New York, NY - 1 night (W hotel)	\$304.89
Allegretti, Joe	04/07/2019	Hotel room charge in Washington, DC - 1 night (W hotel)	\$300.00
Butler, Mike	04/07/2019	Hotel room charge in Washington, DC - 1 night (W hotel)	\$300.00
Allegretti, Joe	04/08/2019	Hotel room charge in Washington, DC - 1 night (W hotel)	\$300.00
Butler, Mike	04/08/2019	Hotel room charge in Washington, DC - 1 night (W hotel)	\$300.00
Tzavelis, Elias	04/08/2019	Hotel room charge in Washington, DC - 1 night (W hotel)	\$300.00
Corrigan, Kevin	05/08/2019	Hotel room charge in Chicago, IL (JW Marriott)	\$410.90
Atwal, Justin	05/29/2019	Hotel room charge in New York, NY (W hotel)	\$490.21

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Category	Date	Description	Amount
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Hotel

Atwal, Justin	05/30/2019	Hotel room charge in New York, NY (W hotel)	\$460.95
Subtotal for Hotel:			\$7,487.08

Internet Access While Traveling

Butler, Mike	03/17/2019	In-flight internet access while traveling to perform client work	\$7.99
Allegretti, Joe	03/18/2019	In-flight internet access while traveling to perform client work	\$10.89
Allegretti, Joe	03/20/2019	In-flight internet access while traveling to perform client work	\$12.99
Allegretti, Joe	03/27/2019	In-flight internet access while traveling to perform client work	\$12.99
Butler, Mike	04/02/2019	In-flight internet access while traveling to perform client work	\$12.99
Allegretti, Joe	04/09/2019	In-flight internet access while traveling to perform client work	\$10.99
Allegretti, Joe	04/22/2019	In-flight internet access while traveling to perform client work	\$13.99
Subtotal for Internet Access While Traveling:			\$82.83

Meals

Allegretti, Joe	03/05/2019	Travel Meal - Lunch in Hoffman Estates, IL	\$12.84
Butler, Mike	03/05/2019	Travel Meal - Lunch in Hoffman Estates, IL	\$10.72
Butler, Mike	03/07/2019	Travel Meal - Dinner in Chicago, IL	\$26.81
Allegretti, Joe	03/17/2019	Travel Meal - Dinner in New York, NY	\$32.00
Butler, Mike	03/17/2019	Travel Meal - Lunch in Hoffman Estates, IL	\$12.15
Allegretti, Joe	03/18/2019	Travel Meal - Lunch in New York, NY	\$13.88
Allegretti, Joe	03/18/2019	Travel Meal - Breakfast in New York, NY	\$5.39
Allegretti, Joe	03/18/2019	Travel Meal - Dinner in New York, NY	\$47.44

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Category	Date	Description	Amount
<i>Meals</i>			
Allegretti, Joe	03/19/2019	Travel Meal - Breakfast in New York, NY	\$8.60
Butler, Mike	03/19/2019	Travel Meal - Breakfast in New York, NY	\$9.23
Butler, Mike	03/19/2019	Travel Meal - Dinner in New York, NY (2 Attendees - M. Butler, J. Allegretti,)	\$83.77
Butler, Mike	03/24/2019	Travel Meal - Dinner in Chicago, IL	\$13.38
Butler, Mike	03/24/2019	Travel Meal - Lunch in Chicago, IL	\$15.64
Allegretti, Joe	03/25/2019	Travel Meal - Dinner in New York, NY	\$35.00
Collins, Bryan	03/25/2019	Travel Meal - Lunch in New York, NY	\$25.00
Allegretti, Joe	03/26/2019	Travel Meal - Dinner in New York, NY	\$41.08
Butler, Mike	03/26/2019	Travel Meal - Breakfast in New York, NY	\$9.09
Butler, Mike	03/26/2019	Travel Meal - Dinner in New York, NY	\$50.00
Collins, Bryan	03/26/2019	Travel Meal - Breakfast at Dulles airport	\$2.86
Allegretti, Joe	03/27/2019	Travel Meal - Dinner in Hoffman Estates, IL	\$45.40
Allegretti, Joe	03/27/2019	Travel Meal - Breakfast in Chicago, IL	\$8.14
Butler, Mike	03/29/2019	Travel Meal - Breakfast in New York, NY	\$15.00
Butler, Mike	03/29/2019	Travel Meal - Dinner in New York, NY	\$37.96
Butler, Mike	03/29/2019	Travel Meal - Lunch in New York, NY	\$9.98
Butler, Mike	04/01/2019	Breakfast in Chicago, IL	\$4.07
Butler, Mike	04/01/2019	Dinner in Chicago, IL	\$49.14
Butler, Mike	04/01/2019	Lunch in Chicago, IL	\$14.91
Tzavelis, Elias	04/01/2019	Breakfast at Philadelphia airport while traveling	\$8.48
Butler, Mike	04/02/2019	Breakfast in New York, NY	\$9.90
Butler, Mike	04/02/2019	Dinner in Chicago, IL	\$40.52
Collins, Bryan	04/02/2019	Breakfast in Washington, DC	\$2.86
Butler, Mike	04/03/2019	Breakfast in New York, NY	\$15.00
Allegretti, Joe	04/07/2019	Breakfast in Washington, DC	\$15.00
Butler, Mike	04/07/2019	Breakfast in Washington, DC	\$15.00
Butler, Mike	04/07/2019	Dinner in Chicago, IL	\$39.56
Butler, Mike	04/08/2019	Lunch in Washington, DC	\$18.76
Butler, Mike	04/08/2019	Breakfast in Washington, DC	\$4.35

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Category	Date	Description	Amount
<i>Meals</i>			
Tzavelis, Elias	04/08/2019	Breakfast in Washington, DC	\$12.65
Tzavelis, Elias	04/08/2019	Dinner in Washington, DC - E. Tzavelis, M. Butler, J. Allegretti	\$150.00
Tzavelis, Elias	04/08/2019	Dinner in Washington, DC	\$50.00
Tzavelis, Elias	04/08/2019	Lunch in Washington, DC - E. Tzavelis, M. Butler, J. Allegretti, B. Collins, J. Forrest	\$63.40
Allegretti, Joe	04/09/2019	Breakfast in Washington, DC	\$11.72
Allegretti, Joe	04/09/2019	Dinner in New York, NY	\$45.00
Butler, Mike	04/09/2019	Breakfast in Washington, DC	\$4.39
Butler, Mike	04/09/2019	Dinner in Chicago, IL	\$50.00
Butler, Mike	04/09/2019	Dinner in Washington, DC	\$50.00
Butler, Mike	04/09/2019	Lunch in Washington, DC	\$17.06
Chatten, Colin	04/10/2019	After hours dinner in New York, NY	\$10.22
Sullivan, Brian	04/11/2019	Lunch at ATL Airport	\$25.00
Chatten, Colin	04/12/2019	After hours dinner in New York, NY	\$28.12
Corrigan, Kevin	05/09/2019	Lunch in Chicago, IL	\$23.69
Corrigan, Kevin	05/09/2019	Dinner in Chicago, IL	\$12.57
Corrigan, Kevin	05/09/2019	Breakfast in Chicago, IL	\$15.23
Atwal, Justin	05/30/2019	Dinner in New York, NY	\$50.00
Atwal, Justin	05/30/2019	Lunch in New York, NY	\$24.81
Atwal, Justin	05/30/2019	Breakfast in New York, NY	\$14.35
Atwal, Justin	05/31/2019	Dinner in New York, NY	\$38.43
Subtotal for Meals:			<u>\$1,505.55</u>

Transportation

Allegretti, Joe	03/05/2019	Taxi from Chicago, IL to Hoffman Estates, IL	\$70.00
Allegretti, Joe	03/06/2019	Taxi from Hoffman Estates, IL to Chicago, IL	\$78.59
Chatten, Colin	03/14/2019	Afterhours taxi in New York, NY from Deloitte office to home	\$42.23
Allegretti, Joe	03/17/2019	Taxi from Chicago, IL to O'Hare Airport	\$59.35

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Allegretti, Joe	03/17/2019	Taxi from Laguardia Airport to New York, NY	\$55.69
Butler, Mike	03/17/2019	Taxi from Chicago, IL to O'Hare Airport	\$36.53
Butler, Mike	03/17/2019	Taxi from LaGuardia Airport to New York, NY	\$45.66
Allegretti, Joe	03/20/2019	Taxi from New York, NY to LaGuardiaAirport	\$50.90
Allegretti, Joe	03/20/2019	Taxi from O'Hare Airport to Chicago, IL	\$65.33
Butler, Mike	03/20/2019	Taxi from O'Hare Airport to Chicago, IL	\$56.40
Butler, Mike	03/20/2019	Taxi from New York, NY to LaGuardia Airport	\$75.24
Allegretti, Joe	03/24/2019	Taxi from Reagan Airport to Washington, DC	\$53.64
Butler, Mike	03/24/2019	Taxi from Chicago, IL to O'Hare Airport	\$50.39
Allegretti, Joe	03/25/2019	Taxi from Deloitte Washington, DC office to Reagan Airport	\$5.00
Allegretti, Joe	03/25/2019	Taxi from LaGuardia Airport to New York, NY	\$20.34
Butler, Mike	03/26/2019	Taxi from New York, NY to LaGuardia Airport	\$101.50
Collins, Bryan	03/26/2019	Taxi from home to Reagan Airport	\$75.76
Allegretti, Joe	03/27/2019	Taxi from New York, NY to LaGuardia Airport	\$55.08
Allegretti, Joe	03/27/2019	Taxi from O'Hare Airport to Chicago, IL	\$67.10
Collins, Bryan	03/27/2019	Taxi from Newark Airport to New York, NY	\$86.25
Butler, Mike	04/01/2019	Taxi from LGA Airport to hotel	\$44.27
Butler, Mike	04/01/2019	Taxi from home in Chicago, IL to ORD Airport	\$40.38
Collins, Bryan	04/01/2019	Taxi from LGA Airport to hotel	\$10.20
Butler, Mike	04/02/2019	Taxi from ORD Airport to home in Chicago, IL	\$56.40
Butler, Mike	04/02/2019	Taxi from New York office to LGA Airport	\$69.01
Collins, Bryan	04/02/2019	Taxi from home to DCA Airport	\$75.76
Collins, Bryan	04/03/2019	Car service from LGA Airport to NYC Deloitte office	\$89.18
Collins, Bryan	04/03/2019	Taxi from home to DCA Airport	\$75.76
Allegretti, Joe	04/07/2019	Taxi from Reagan Airport to hotel	\$16.01
Allegretti, Joe	04/07/2019	Taxi from home in Chicago, IL to ORD Airport	\$61.76
Butler, Mike	04/07/2019	Taxi from home in Chicago, IL to ORD Airport	\$33.10
Butler, Mike	04/08/2019	Taxi from Reagan Airport to hotel	\$17.20

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Tzavelis, Elias	04/08/2019	Taxi from home to LGA Airport	\$29.39
Allegretti, Joe	04/09/2019	Train from ORD Airport to home in Chicago, IL	\$5.00
Butler, Mike	04/09/2019	Taxi from ORD Airport to home in Chicago, IL	\$56.60
Tzavelis, Elias	04/09/2019	Taxi from LGA Airport to home	\$77.14
Tzavelis, Elias	04/09/2019	Taxi from hotel to Reagan Airport	\$22.05
Butler, Mike	04/10/2019	Taxi from hotel to office	\$13.75
Chatten, Colin	04/10/2019	After hours taxi in New York, NY from Deloitte New York office to home	\$57.00
Chatten, Colin	04/11/2019	After hours taxi in New York, NY from Deloitte New York office to home	\$56.06
Chatten, Colin	04/12/2019	After hours taxi in New York, NY from Deloitte New York office to home	\$71.56
Allegretti, Joe	04/15/2019	After hours taxi from Deloitte Chicago office to home in Chicago, IL	\$8.00
Corrigan, Kevin	05/08/2019	Taxi from home to LGA Airport	\$41.03
Corrigan, Kevin	05/10/2019	Taxi from LGA Airport to home	\$41.71
Atwal, Justin	05/29/2019	Taxi from LGA Airport to Deloitte New York office	\$52.92
Atwal, Justin	05/29/2019	Taxi from Deloitte New York office to hotel	\$17.80
Atwal, Justin	06/01/2019	Taxi from hotel to LGA Airport	\$45.42
Atwal, Justin	06/02/2019	Taxi from ORD Airport to home	\$36.75
Subtotal for Transportation:			\$2,372.19
Total			\$16,640.91

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

March 01, 2019 - June 30, 2019

Recapitulation

Category	Amount
Hotel	\$7,487.08
Airfare	\$5,193.26
Transportation	\$2,372.19
Meals	\$1,505.55
Internet Access While Traveling	\$82.83

EXHIBIT B

**EXPENSE DETAIL FOR DELOITTE TAX FOR THE
SECOND INTERIM FEE APPLICATION PERIOD**

MARCH 1, 2019 THROUGH JUNE 30, 2019

Deloitte Tax LLP
111 S. Wacker Drive
Chicago, Illinois 60606-4301
Telephone: 312-486-9858
Thomas C. Hermanson
Tax Services Provider

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et*
al.,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS
FOR PROFESSIONALS IN RESPECT OF SECOND INTERIM FEE APPLICATION
OF DELOITTE TAX LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED
AS TAX SERVICES PROVIDER FOR THE DEBTORS
FOR THE PERIOD MARCH 1, 2019 THROUGH JUNE 30, 2019**

THOMAS C. HERMANSON, deposes and says:

1. I am a managing director of Deloitte Tax LLP (“Deloitte Tax”), which has an office located at 111 S. Wacker Drive, Chicago, Illinois 60606. I make this certification in connection with the second interim fee application (the “Application”) of Deloitte Tax, in the above-captioned debtors’ (the “Debtors”) chapter 11 cases.

2. I submit this certification with respect to Deloitte Tax’s compliance with and pursuant to the Court’s General Order M-447, the Amended Guidelines for Fees and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Disbursements for Professionals in the Southern District of New York adopted by the Court on November 25, 2009 (the “Local Guidelines”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. 330 adopted on January 30, 1996 (the “UST Guidelines”) (collectively, and with the Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated November 16, 2018 (Docket No. 796) (the “Compensation Order”), the “Guidelines”).

3. In compliance with the Guidelines, I hereby certify that:

a. I have read the Application and am familiar with the services for which compensation is being sought that are described therein;

b. To the best of my knowledge, information and belief, the fees and disbursement sought in the Application are in substantial compliance with the Guidelines.

c. The fees and disbursements sought in the Application are billed at rates or in accordance with practice customarily employed by Deloitte Tax for similar services and generally accepted by Deloitte Tax’s clients.

d. Deloitte Tax has not made a profit with respect to the expenses requested in the Application.

e. No agreement or understanding exists between Deloitte Tax and any other non-affiliated or unrelated person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these chapter 11 cases.

g. Deloitte Tax has not entered into any agreement with the office of the United States Trustee, the Debtors, any creditor or any other party in interest, for the purpose of fixing the amount of any of the fees or other compensation allowed out of or paid from the assets of the Debtors.

h. Copies of the Application were provided to the appropriate parties on or about the date set for the filing of Applications by the Compensation Order.

/s/ Thomas C. Hermanson
Declarant: Thomas C. Hermanson
Title: Managing Director

Dated: August 14, 2019